

Exhibit 2

**Excerpts of Timothy Brown
Deposition Transcripts**

Timothy Brown
10/3/2024

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE)
COMMISSION,)

Plaintiff,)

vs.) Case No.
) 23-cv-9518-PAE

SOLARWINDS CORP. and)
TIMOTHY G. BROWN,)

Defendants.)

VIDEOTAPED DEPOSITION OF
TIMOTHY G. BROWN
OCTOBER 3, 2024

Videotaped Deposition of Timothy G. Brown, produced as a witness at the instance of the Plaintiff, and duly sworn, was taken in the above-styled and numbered cause on the 3rd day of October, 2024, from 9:13 a.m. to 7:43 p.m. (CST), before Camille A. Bruess, CSR, RPR, in and for the State of Texas, reported by stenographic method with the witness appearing at the law firm of Latham & Watkins, LLP located at 300 Colorado Street, Suite 2400, Austin, Travis County, 78701, pursuant to notice and in accordance with the Federal Rules of Civil Procedure and the provisions stated on the record or attached hereto.

JOB No. 241003COR

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* * * * *

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<p>1 PROCEEDINGS 2 INTRODUCTIONS 3 THE VIDEOGRAPHER: Here begins the 4 Deposition of Timothy Brown taking place at Latham & 5 Watkins at 300 Colorado Street, Austin, Texas in the 6 matter of Securities and Exchange Commission versus 7 SolarWinds Corporation, et al. The case number is 8 23-cv-9518-PAE. Today's date is October 3rd, 2024. The 9 time on video is 9:13 a.m. The videographer is Timothy 10 Desadier and the court reporter is Camille Bruess. 11 Counsel, please identify yourselves and 12 state whom you represent. 13 MR. TODOR: John Todor for plaintiff, 14 Securities and Exchange Commission. 15 MR. CARNEY: Christopher Carney with the 16 SEC. 17 MR. BRUCKMANN: Christopher Bruckmann with 18 the SEC. 19 MR. TURNER: Serrin Turner, Latham Watkins 20 for SolarWinds and Mr. Brown. 21 MR. KOCH: Alec Koch with King & Spalding 22 for Mr. Brown. 23 MR. BILES: Mike Biles, King & Spalding 24 for Mr. Brown. 25 MR. BERKOWITZ: Sean Berkowitz from</p> <p style="text-align: center;">9</p>	<p>1 to need you to put on the mike. 2 MR. TURNER: Oh, yeah, mike up. 3 (Mike adjustment) 4 Q. Good morning. My name is J. J. Todor and I'm an 5 attorney with the Securities and Exchange Commission, 6 the plaintiff in this action. I will be asking you a 7 series of questions today. And do you understand that 8 the oath you just took was to provide truthful and 9 complete answers? 10 A. Yes. 11 Q. Everything you say today is being transcribed by 12 our court reporter and taken by our videographer, but 13 for purposes of clarity of the record, I would ask that 14 you give an audible answer to each question. Do you 15 understand? 16 A. Yes. 17 Q. Also, for clarity of the record, I would ask 18 that you wait until I finish my question before 19 providing your response and that I will ask -- wait 20 until you provide -- complete your answer to, uh, start 21 my next question. Is that understood? 22 A. Yes. 23 Q. If you don't understand a question, please ask 24 me to clarify. Is that understood? 25 A. Yes.</p> <p style="text-align: center;">11</p>
<p>1 Latham & Watkins for SolarWinds and Mr. Brown. 2 MS. LEE: Kirsten Lee from Latham & 3 Watkins for SolarWinds and Mr. Brown. 4 MR. BLISS: Jason Bliss with SolarWinds. 5 THE REPORTER: Does counsel have any 6 stipulations they would to put on the record at this 7 time? 8 MR. TODOR: I think we had agreed that an 9 objection by counsel for either Mr. Brown or for 10 SolarWinds and Mr. Brown would count as an objection for 11 all parties. 12 MR. TURNER: Agreed. 13 THE REPORTER: With that, I'll swear the 14 witness in. If you'll, please, raise your right hand, 15 sir. 16 TIMOTHY G. BROWN, 17 having been first duly sworn, testified by videotape as 18 follows: 19 EXAMINATION 20 BY MR. TODOR: 21 Q. Good morning. Could you, please, state your 22 full name and spell it for the record? 23 A. Sure. Timothy Gordon Brown. It's 24 T-i-m-o-t-h-y, G-o-r-d-o-n, B-r-o-w-n. 25 MR. KOCH: Hey, Tim, I think they're going</p> <p style="text-align: center;">10</p>	<p>1 Q. If you need a break for any reason, please let 2 us know and we'll try to accommodate that, uh, as long 3 as no question is pending for any purpose other than to 4 confer with your counsel regarding whether there's a 5 privilege issue. Is that understood? 6 A. Yes. 7 Q. Are you represented by counsel today? 8 A. Yes. 9 Q. Who is representing you? 10 A. Uh, Latham & Watkins and King & Spalding. Do 11 you need names? 12 Q. Uh, no, I think they -- 13 MR. TURNER: They know us already. 14 Q. We've been introduced. 15 A. Okay. 16 Q. Is SolarWinds paying for your counsel? 17 A. Yes, they are. 18 Q. Your counsel might have objections during the 19 deposition. This is to preserve the record. Unless 20 your counsel instructs you not to answer a question, you 21 can go ahead and answer after the objection is stated, 22 but would wait until counsel has placed his objection on 23 the record and I've made any response that I feel is 24 necessary before doing so. Is that understood? 25 A. Yes.</p> <p style="text-align: center;">12</p>

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<p>1 Q. And what is Mr. Quitugua's role currently?</p> <p>2 A. He runs the security operations side of my -- my</p> <p>3 team.</p> <p>4 Q. So there's, approximately, 25 people you said</p> <p>5 run that side report to Mr. Quitugua and Mr. Quitugua</p> <p>6 reports to you; is that correct?</p> <p>7 A. That is correct.</p> <p>8 Q. Who is the head of the Governance Risk and</p> <p>9 Compliance side?</p> <p>10 A. Uh, Rajesh Akella.</p> <p>11 Q. And the subteams within Security Operations are</p> <p>12 there separate personnel in each of those sections or</p> <p>13 does some people work in more than one separate subteam?</p> <p>14 A. Uh, their primary job is within the subteam.</p> <p>15 They -- they help in other areas as well.</p> <p>16 Q. Do you have an understanding as to why the --</p> <p>17 okay, was the position of Chief Information Security</p> <p>18 Officer newly created at SolarWinds when you assumed</p> <p>19 that position?</p> <p>20 A. Yes, it was.</p> <p>21 Q. Do you have an understanding as to why that</p> <p>22 position was created?</p> <p>23 A. The, uh -- post the Sunburst incident in, uh,</p> <p>24 December of 2020, the -- prior to the -- that incident,</p> <p>25 I was Vice-president of Security and Architecture. And</p> <p style="text-align: center;">21</p>	<p>1 SolarWinds made investments and increased the number of</p> <p>2 people post the Sunburst incident?</p> <p>3 A. So after an incident, it's very important that</p> <p>4 you're not, uh, not just good enough, don't have</p> <p>5 security at the same level as the common peers. It's</p> <p>6 important that you go above and beyond that, uh, that</p> <p>7 kind of standard model. Hence, the investment to</p> <p>8 have -- really to be exemplary in the security industry.</p> <p>9 Q. I believe you made a reference to common peers</p> <p>10 in your previous answer. Were there any companies that</p> <p>11 you considered to be common peers of SolarWinds in the</p> <p>12 2018 to 2020 timeframe?</p> <p>13 A. So, uh, not necessarily by name, but software</p> <p>14 companies of our size and our shape were, uh, kind of</p> <p>15 equivalent peers, right, that -- that were there. Some</p> <p>16 were larger, some were smaller, but they were in the</p> <p>17 same industry as our industry.</p> <p>18 Q. Are there any particular companies you had in</p> <p>19 mind as examples in that answer?</p> <p>20 A. Uh, I'd have to do some looking. The -- so if</p> <p>21 you look at, uh, you know, the -- so pure software</p> <p>22 companies at that point in time, uh -- we're not a --</p> <p>23 not -- we're not a security company and so it would be</p> <p>24 pure utility software. So, uh, I would have to look up</p> <p>25 some names. Nothing comes to mind at this moment,</p> <p style="text-align: center;">23</p>
<p>1 the CISO position was created as a, uh -- really as to</p> <p>2 kind of have industry standards to be able to, you know,</p> <p>3 talk to other security professionals, uh, about</p> <p>4 security.</p> <p>5 Q. Were you able to talk to other industry</p> <p>6 professionals about security in your position as VP of</p> <p>7 Security and Architecture?</p> <p>8 A. We were able to talk to them, but it became --</p> <p>9 the CISO standard of having a CISO, that title was</p> <p>10 industry kind of standard. So, uh, we happened to not</p> <p>11 have one. So I took on that position and it just made</p> <p>12 the process of understanding or process of, uh, you</p> <p>13 know, talking to individuals about the Sunburst incident</p> <p>14 much easier than explaining the fact that I was</p> <p>15 Vice-president of Security and Architecture.</p> <p>16 Q. Along with assuming the title of --</p> <p>17 A. Yeah.</p> <p>18 Q. -- Chief Information Security Officer, did</p> <p>19 SolarWinds increase the number of personnel and</p> <p>20 functions under you compared to your position as VP of</p> <p>21 Security and Architecture?</p> <p>22 A. So we made a number -- number of investments</p> <p>23 that increased the number of people post the Sunburst</p> <p>24 incident.</p> <p>25 Q. Do you have an understanding as to why</p> <p style="text-align: center;">22</p>	<p>1 but ...</p> <p>2 Q. So you made a reference to common peers having a</p> <p>3 CISO position. Well, did companies you considered to be</p> <p>4 common peers have a CISO position in the 2018 to 2020</p> <p>5 timeframe?</p> <p>6 MR. KOCH: Object to form.</p> <p>7 A. So CISOs were more common at very -- CISOs were</p> <p>8 very common at financial institutions. They were common</p> <p>9 in the earlier timeframes. And they have become more</p> <p>10 common in the last four years than what they were</p> <p>11 before.</p> <p>12 So much more common than what they were in</p> <p>13 the years before. Financial services, uh, insurance</p> <p>14 companies, uh, large retailers have had CISOs for many</p> <p>15 years, but now they're becoming common at smaller</p> <p>16 institutions, at state and local government, at retail</p> <p>17 institutions. So they've become a much common -- more</p> <p>18 common position to have throughout the industry.</p> <p>19 Q. Did you in your job look at what other companies</p> <p>20 in the software space were doing in terms of security</p> <p>21 compared to what SolarWinds was doing?</p> <p>22 MR. TURNER: Object to form.</p> <p>23 A. So we're always looking to improve through a</p> <p>24 number of different forums. Like I -- I would not say I</p> <p>25 did an exhaustive look at what industries or at what</p> <p style="text-align: center;">24</p>

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<p>1 A. So when you're hired, you only know what you 2 have from an interview. So, uh, so I did not have a 3 sense of, you know, where we were when I was hired. 4 Q. What did you do to get a sense of where you were 5 security wise after you were hired? 6 A. Yeah. So, uh, we have a, uh, 60/90-day 7 on-boarding program where, uh -- that we run throughout 8 the company to be able to learn, to be able to listen, 9 to be able to understand where things are. And that 10 went on with me as well as other people. And during 11 that process it was to say, okay -- it was to be able to 12 indicate what we should focus on, where we should start. 13 Q. You said we in the prior answer. Who are the -- 14 the "we" you were referring to? 15 A. Uh, the -- the teams that I worked for. So the 16 CTO and the CIO. When those (indicating) -- when 17 someone came into those organizations, uh, we were given 18 time to be able to not be actively implementing things, 19 but learning environments and learning what we should be 20 sponsoring from a program perspective. 21 Q. So when in '17 did you join SolarWinds? 22 A. July. 23 Q. So roughly the next 90 days you were in an 24 evaluation mode and then you made some recommendations 25 and then started taking action after that? Is that</p> <p style="text-align: center;">29</p>	<p>1 CISO, you have about 38 people reporting to you. 2 A. Correct. 3 Q. Was there a difference in the range of 4 capabilities that you had security wise from your time 5 as VP of Security and Architecture compared to what you 6 have now as CISO? 7 MR. TURNER: Object to form. 8 A. So a number of different technologies were 9 implemented, uh, post becoming the CISO. So a, uh -- 10 the GRC function was formally created. So that team 11 was, uh -- didn't exist prior to that. So that -- that 12 was a new function. 13 The Red Team was being done part time. So 14 we hired full-time Red Team people. The SOC -- we moved 15 away from an internally run SOC to a external service 16 providing SOC services. So a number of changes occurred 17 post Sunburst. 18 Q. Do you have a sense of your annual budget in the 19 time that you were VP of Security and Architecture for 20 your group? 21 A. Uh, I don't have our numbers with me. 22 Q. Did the budget increase when you were a CISO 23 compared to when you were VP of Security and 24 Architecture? 25 A. Uh, yes.</p> <p style="text-align: center;">31</p>
<p>1 roughly accurate? 2 A. Roughly accurate. 3 Q. And the VP -- the secure -- you were VP of 4 Security and Architecture. Who reported to you under -- 5 in that position? 6 A. Yeah. So Eric Quitugua reported to me in that 7 position. 8 Q. And how many people reported to him as in the 9 time that you were VP of Security and Architecture? 10 A. Uh, Eric had, uh -- we had six or so people that 11 went up to, uh, I think ten direct reports. 12 Q. So, you said is it -- how -- how do you have six 13 people and ten direct reports? 14 A. Oh, sorry. 15 Q. Am I under- -- misunderstanding? 16 A. Yeah. So, uh, when I first got there, we had 17 six people and then through the first few years, we went 18 up to ten direct reports. 19 Q. So starting July '17 you had, approximately, 6 20 people reporting to you; is that correct? 21 A. Directly, yes. 22 Q. And then if we go up to say December of 2020, 23 you think it was around 10? Is that accurate? 24 A. Direct reports, yes. 25 Q. Okay. And you said in your current position as</p> <p style="text-align: center;">30</p>	<p>1 Q. Do you have a ballpark sense of how much the 2 budget increased for what you have as CISO compared to 3 when you were VP of Security and Architecture? 4 A. Uh, more people were added in different regions 5 of the world, uh, but I can't give you a -- a number 6 without looking it up. 7 Q. And did you have access to more technology 8 resources now as CISO compared to what you had as VP of 9 Security and Architecture? 10 MR. TURNER: Object to form. 11 A. So, uh, the -- one of the changes that we made 12 was prior -- prior to -- prior to being CISO, my 13 indirect reports were -- we brought some things directly 14 as opposed to indirectly. So that's one of the things 15 that changed. So indirect reports would be, uh, 16 security champions within the product team. 17 There would be, uh, security architects 18 within the product team. There would be, uh, firewall 19 teams that existed in IT. Some of those functions moved 20 over -- over to me post, but then there was investment 21 in other areas. 22 Q. Was the group you oversaw as VP of Security and 23 Architecture known as the Infosec group within 24 SolarWinds? 25 A. Yes.</p> <p style="text-align: center;">32</p>

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<p>1 someone else?</p> <p>2 A. Uh, I think approval may be --</p> <p>3 MR. TURNER: Objection to form.</p> <p>4 A. I think approval may be too strong. We said</p> <p>5 would this streamline the process? Would it make the</p> <p>6 process better? It would save time for both us and our</p> <p>7 customers. So, uh, I don't recall an official approval</p> <p>8 of -- of it.</p> <p>9 Q. Okay. Are you familiar with the term owner as</p> <p>10 it is used in connection with projects at SolarWinds?</p> <p>11 MR. TURNER: Objection to form.</p> <p>12 A. Yeah. Owner can be a facilitator. Owner can</p> <p>13 be -- there may be -- there's a lot of different</p> <p>14 variations on owner.</p> <p>15 Q. Were you designated as the owner at SolarWinds</p> <p>16 for the purposes of preparing the security statement?</p> <p>17 A. Uh, I would have to look at documentation of</p> <p>18 some sort.</p> <p>19 Q. What was your role in the process of creating</p> <p>20 the security statement as you recall?</p> <p>21 A. So I definitely was a proponent and sponsor</p> <p>22 saying we could do this more efficiently.</p> <p>23 Q. So did Mr. Quitugua prepare some language to be</p> <p>24 proposed for the security statement?</p> <p>25 A. Uh, I believe -- I believe so.</p> <p style="text-align: center;">57</p>	<p>1 A. Uh, potentially.</p> <p>2 Q. Do you recall as you are sitting here?</p> <p>3 A. Uh, no.</p> <p>4 (Brown Exhibit 4 was marked.)</p> <p>5 Q. And, Mr. Brown, you've been presented with a</p> <p>6 document marked as Brown Exhibit 4. It has the Bates</p> <p>7 No. SW-SEC00347724. It appears to believe an email from</p> <p>8 Mr. Quitugua to you dated October 5th, 2017, Subject:</p> <p>9 Security Statement - NDA Version with an attachment.</p> <p>10 Do you recognize this document, sir?</p> <p>11 A. Uh, yes, I do.</p> <p>12 Q. What is it?</p> <p>13 A. It is a draft version that Eric created of the</p> <p>14 NDA version of the security statement.</p> <p>15 Q. By NDA do you mean nondisclosure agreement?</p> <p>16 A. Yes, correct.</p> <p>17 Q. Was it a practice of SolarWinds to acquire a</p> <p>18 nondisclosure agreement to provide, uh, a more detailed</p> <p>19 version of the security statement to customers than what</p> <p>20 would be provided on the public facing website?</p> <p>21 A. Yes, correct.</p> <p>22 Q. And why is that?</p> <p>23 A. Uh, the -- the public statement didn't go into</p> <p>24 as many details as the NDA version. And I'm sure it was</p> <p>25 a recommendation from the legal team that said, well,</p> <p style="text-align: center;">59</p>
<p>1 Q. And what would be your role after Mr. Quitugua</p> <p>2 prepared language?</p> <p>3 A. Uh, to review form, review function, probably</p> <p>4 ask some questions about, you know, where did this</p> <p>5 information, you know, potentially come from, uh, or,</p> <p>6 you know, highlight -- highlight. Yeah, basically</p> <p>7 review.</p> <p>8 Q. And by review did you have the ability to make</p> <p>9 changes if you felt changes were necessary?</p> <p>10 A. So I would probably -- if -- if we had changes</p> <p>11 to be made, I would probably ask Eric or, you know,</p> <p>12 we -- we, as a group, if anybody had changes, they would</p> <p>13 request changes. So that would be anybody that would be</p> <p>14 reviewing.</p> <p>15 Q. Who else other than you would have been</p> <p>16 reviewing?</p> <p>17 A. Uh, most likely, definitely Jenny Zador from</p> <p>18 legal, Rani from IT. Probably Joe Kim took a look at</p> <p>19 it, uh, and potentially others, definitely the marketing</p> <p>20 team as well.</p> <p>21 Q. Did you have to sign off on some draft of it</p> <p>22 before it went to legal?</p> <p>23 A. No.</p> <p>24 Q. Was the review by you and legal going on</p> <p>25 simultaneously?</p> <p style="text-align: center;">58</p>	<p>1 these things we can't discuss with a -- with a customer</p> <p>2 without an NDA in place.</p> <p>3 Q. Did you ask Mr. Quitugua to prepare this?</p> <p>4 A. Uh, I don't recall.</p> <p>5 Q. Did you make the first draft of any section of</p> <p>6 this document?</p> <p>7 A. Uh, I don't recall.</p> <p>8 Q. Do you know what the source information was for</p> <p>9 the descriptions of the various security practices in</p> <p>10 the document?</p> <p>11 A. We talked before about a big spreadsheet that</p> <p>12 had questions and answers. Uh, I expect that big</p> <p>13 spreadsheet was the source to much of this language.</p> <p>14 Q. Did there end up being an NDA version and a</p> <p>15 public facing version of the security statement after</p> <p>16 the process of creating the statements was concluded?</p> <p>17 A. Uh, yes, I believe so.</p> <p>18 Q. Would you have any role after they were</p> <p>19 completed with when a customer wants the NDA version,</p> <p>20 would you have any role in approving whether to send the</p> <p>21 customer the NDA version or would that just be done by</p> <p>22 marketing after they had signed the NDA?</p> <p>23 A. So that would be done in process by, you know,</p> <p>24 by Eric's team. If somebody requested information, that</p> <p>25 may have been covered in the NDA version of the</p> <p style="text-align: center;">60</p>

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<p>1 statement. He would have to check with legal whether an 2 NDA was in place for this customer and then they could 3 send that NDA version to the customer. 4 (Brown Exhibit 5 was marked.) 5 Q. All right. Mr. Brown, you've been presented 6 with a document marked as Brown Exhibit 5. It has Bates 7 No. SW-SEC00348206. It appears to be an email from Eric 8 Quitugua to you dated October 6, 2017, Subject, RE: 9 Security Statement - Public Facing and NDA Version. 10 Do you recognize this document, sir? 11 A. Uh, yes. 12 Q. What is it? 13 A. Uh, basically an updated -- update from Eric 14 saying that he did some cleanup on the NDA version and 15 he drafted a public facing statement which would be, uh, 16 the -- the non-NDA version. 17 Q. Had you requested that Mr. Quitugua prepare both 18 an NDA and a public facing version? 19 A. I -- I don't specifically remember. This was a 20 long time ago in 2017, but, uh, we can assume that Eric 21 was asked to do this. 22 Q. And I'll turn your attention to (flipping pages) 23 the -- one that is marked as the public version, which I 24 believe (flipping pages) it would be the first 25 attachment at, uh, Bates 8207. Did you prepare any of</p> <p style="text-align: center;">61</p>	<p>1 Q. Did you have track changes that you could make? 2 A. Uh, I don't -- don't recall in 2017. So I'm not 3 sure how we did reviews then. 4 Q. Did you have a red pen you could use or -- 5 A. Yeah -- 6 Q. -- something like that? 7 A. -- maybe or -- yeah, I -- I don't, uh -- or we 8 could have sat in a room. He sat next to me. 9 Q. Uh-huh. Do you recall going through drafts of 10 this public statement, and were there any changes that 11 you recall that you felt needed to be made during the 12 process of review? 13 A. I don't recall exact meetings, but I -- I -- I 14 believe I remember meetings where again the legal team, 15 us, and -- and, uh, so Jenny, Eric, potentially Rani 16 were -- were reviewing something together, but that -- 17 that's a recollect -- that's something I remember from 18 2017. So many, many years ago. 19 Q. And again, I'm not asking you about any 20 conversations that you would have had with legal counsel 21 for legal advice. 22 A. Yeah. 23 Q. From your personal review of drafts of this 24 statement do you recall any instances where you 25 identified something that you felt was wrong from a</p> <p style="text-align: center;">63</p>
<p>1 the content of the first draft for -- for this draft? 2 A. Uh, from -- from this email it appears Eric 3 drafted -- drafted this version. 4 Q. Okay. Do you know what information he was 5 looking at to prepare this? 6 MR. TURNER: Objection, asked and 7 answered. 8 A. The, uh, the large spreadsheet that we had had 9 many of these similar (indicating) function -- or the 10 similar categories. I haven't done a one-to-one match 11 to the spreadsheet to these (indicating), but I know 12 that much of the language was, uh -- came from that 13 large spreadsheet. 14 Q. Did you give Mr. Quitugua any direction as to 15 which would be in the public facing as opposed to the 16 NDA version in terms of detail? 17 A. I believe that that came from legal. 18 Q. What was -- what, if any, role did you have in 19 the review of the drafts of the public facing security 20 statement starting here on October 6th, 2017? 21 A. Uh, I would have reviewed it. I would have read 22 it. I would have looked at it and sought whether, uh, 23 whether I thought the statements were correct. If -- if 24 not, I would have given Eric feedback on, you know, what 25 could be correct.</p> <p style="text-align: center;">62</p>	<p>1 technical perspective that needed to be corrected? 2 A. Uh, I don't recall the draft (indicating) and 3 what changes. I just -- I know that what we have put on 4 the website, what ended up being final that was on the 5 website, I agree with the content there. I think the 6 content is accurate. 7 (Brown Exhibit 6 was marked.) 8 Q. Mr. Brown, you've been presented with a document 9 marked as Brown Exhibit 6. It has Bates No. 10 SW-SEC00337018. It appears to be an email from you to a 11 Raixa Zayas, Z-a-y-a-s, Raixa, R-a-i-x-a, sent November 12 2nd, 2017, Subject: Security documents. 13 Do you recognize this document, sir? 14 A. No, actually. 15 Q. Do you know who Raixa Zayas is? 16 A. Uh, I don't actually recall her name at all or 17 his name. I don't know what -- I'd need to see the 18 first email of this chain (pointing) to get context. 19 Q. Uh, well, this was as was I guess sent to us by 20 SolarWinds' counsel in discovery. 21 A. Right. 22 Q. So this is what we have. 23 A. Yeah, I -- 24 Q. There doesn't appear to be any other emails in 25 this string. So --</p> <p style="text-align: center;">64</p>

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<p>1 separate audit team which is completely outside of 2 my -- my team. So that compliance word makes me think 3 about saying, well, would I consider our SOC audit team? 4 They actually do an audit and are looking at compliance 5 outside of my team, but what this is referring to is the 6 security team being my team is responsible for these 7 things. 8 Q. Looking to the next sentence there -- 9 A. Yeah. 10 Q. -- it says, "The security team receives 11 information ... security" -- "information systems 12 security notifications on a regular basis and 13 distributes security alert and advisory information to 14 the organization on a routine basis after assessing the 15 risk and impact as appropriate." To your knowledge, is 16 this an accurate statement as to the -- one of the 17 functions of your team at SolarWinds as of the time of 18 the publication of the security statement? 19 A. Yes. 20 Q. Who would be responsible for that within your 21 team? 22 A. That would be the SOC team sitting under Eric. 23 Q. And you made reference to the SOC team. Is that 24 the same as the Infosec group focusing on this 2018 to 25 2020 timeframe?</p> <p style="text-align: center;">89</p>	<p>1 Q. Is there a reason it doesn't have recover in 2 this sentence? 3 A. Uh, I don't know. 4 Q. So to your knowledge, does layered security 5 controls just refer to the identify, prevent [sic], 6 detect, respond, and recover? 7 A. Yes, to my knowledge, that's what it would 8 represent. 9 Q. When you joined SolarWinds July, 2017, was 10 SolarWinds following the NIST Cybersecurity Framework? 11 A. Uh, I don't recall when we started reporting on 12 it. There were some measurements done when I -- when I 13 joined or that I saw from 2017, uh, looking at a number 14 of different control frameworks. I don't know if it was 15 reported formally until I got there. 16 Q. When, to your knowledge, did you make the -- 17 when's the first formal report that you're aware of of 18 NIST Cybersecurity Framework within SolarWinds? 19 A. We'd have to look back at the quarterly risk 20 reviews. I don't remember when it -- when the first one 21 showed up with NIST CSF there. 22 Q. Do you know whether it was before or after the 23 publication of the security statement on the public 24 facing website on or about January, 2018. 25 A. It was probably at that same time or earlier</p> <p style="text-align: center;">91</p>
<p>1 A. Yep. That's a member of one of the subteams 2 under the information security group, yes. 3 Q. All right. The next paragraph states, 4 "SolarWinds follows the NIST Cybersecurity Framework 5 with layered security controls to help identify, 6 prevent, detect, and respond to security incidents." 7 Do you see that? 8 A. Yes, I do. 9 Q. What is the NIST Cybersecurity Framework? 10 A. So the NIST Cybersecurity Framework is a 11 framework defined by NIST. Probably -- I really don't 12 know. Uh, it's been around for a long time, maybe 10 13 years, maybe -- maybe something less, but cybersecurity 14 framework is a framework that allows companies, uh, 15 flexibility in how they measure their security programs, 16 and it's meant to be a measurement to allow you to look 17 at where you are from the program perspective and then 18 improve upon it. It's one of the, uh, things that we 19 read out to and have read out to the executive team as 20 far as our NIST CSF status. 21 Q. What are layered security controls? 22 A. Layered security controls. So NIST is split up 23 into a number of different categories: Identify, 24 protect, detect, respond, and recover. That's what 25 that's describing.</p> <p style="text-align: center;">90</p>	<p>1 that NIST CSF would have been -- their data would have 2 been collected to be able to present. 3 Q. You said the data collected to be able to 4 present. Uh, to whom it would -- would it be presented? 5 A. So I know that formally it was presented to the 6 quarterly risk reviews. In order to present it to the 7 quarterly risk reviews, we would have had to start 8 collecting data about it earlier to be able to present. 9 Q. Did you also have something called a Security 10 and Compliance Quarterly Review? 11 A. That's what I meant. 12 Q. Is that different from a quarterly risk review? 13 A. Uh, back again to terminology in this timeframe, 14 I -- I don't recall. 15 Q. I'll turn your attention to the second sentence 16 in this paragraph -- 17 A. Yeah. 18 Q. -- this statement, "The information security 19 manager is also responsible for tracking incidents, 20 vulnerability assessments, threat mitigation, and risk 21 management." Was the information security manager you? 22 A. Uh, in -- in this context I would look at it 23 from a, uh -- my -- my title was never information 24 security manager. Eric's title was information security 25 manager. So his -- one of his teams was the Incident</p> <p style="text-align: center;">92</p>

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<p>1 across some kind of physical space to --</p> <p>2 A. Right.</p> <p>3 Q. -- to plug it in.</p> <p>4 A. So we had, uh, we had back then I believe 44</p> <p>5 pairs of Palo Alto Nextgen firewalls that were</p> <p>6 configured in that way. There were some physical</p> <p>7 cabling. I know that some physical cabling was present</p> <p>8 to be able to have -- have different networks. I don't</p> <p>9 know if it was completely air gap.</p> <p>10 Q. Was it done by virtual machines or just by</p> <p>11 separate servers? How -- how would that be done to your</p> <p>12 knowledge?</p> <p>13 MR. TURNER: Objection to form.</p> <p>14 A. Yeah, not -- not my area of expertise for what</p> <p>15 they had.</p> <p>16 Q. You made a reference to there being the Infosec</p> <p>17 group having a monitoring function with respect to the</p> <p>18 development and production environments. Did there ever</p> <p>19 come a time when you had to make some kind of risk</p> <p>20 acceptance determination with respect to the development</p> <p>21 and production environments?</p> <p>22 A. Uh --</p> <p>23 MR. TURNER: Object to form.</p> <p>24 A. -- I'd -- I'd -- I'd need to see examples, but</p> <p>25 potentially somebody may ask for something that required</p> <p style="text-align: center;">105</p>	<p>1 risk acceptance process?</p> <p>2 A. I think it's important for anybody to have a</p> <p>3 risk acceptance process.</p> <p>4 Q. Why is that?</p> <p>5 A. Because not all -- not all risks can be, uh,</p> <p>6 resolved in -- not all risks can be resolved or not all</p> <p>7 risks can be, uh, completed within in my example</p> <p>8 timelines associated with things.</p> <p>9 Q. So breaking that apart, were there some risks</p> <p>10 that you determined could not be resolved and you</p> <p>11 decided that the organization could nevertheless accept</p> <p>12 the risk and go forward without fixing it?</p> <p>13 A. There are risks that cannot be fixed or have</p> <p>14 been determined that they're low enough risks that can</p> <p>15 be moved forward without accepting it.</p> <p>16 Q. How would you go about determining whether that</p> <p>17 was the case?</p> <p>18 A. So many different methods. Do you have a</p> <p>19 specific question?</p> <p>20 Q. I was just asking your understanding of the</p> <p>21 process of how you determined whether a risk could be</p> <p>22 accepted without being resolved.</p> <p>23 A. So, for example, a machine that has a CVSS score</p> <p>24 vulnerability of two, we may accept that and say that</p> <p>25 that does not present risk. The compensating controls</p> <p style="text-align: center;">107</p>
<p>1 risk acceptance.</p> <p>2 Q. Could you explain your role in the risk</p> <p>3 acceptance process at SolarWinds in this 2018 to 2020</p> <p>4 timeframe?</p> <p>5 A. So there was a process for, uh, risk</p> <p>6 exception -- acceptance reviews. Uh, I believe at that</p> <p>7 time a, uh, a risk acceptance request would be put in</p> <p>8 through to the, uh -- by a vice-president associated</p> <p>9 with a certain group. And then I was one of the</p> <p>10 reviewers on that risk acceptance.</p> <p>11 Q. Why was there a risk acceptance process to your</p> <p>12 knowledge?</p> <p>13 A. A risk acceptance practice is very common to</p> <p>14 have. Uh, what it says is that -- I'll give you a</p> <p>15 concrete example. So a team is working on a</p> <p>16 vulnerability.</p> <p>17 Our standard process says that the</p> <p>18 vulnerability should be fixed within 90 days or</p> <p>19 whatever. Somebody says, Well, I need -- I'm going to</p> <p>20 need to go outside of that window because I don't have a</p> <p>21 release process that will enable me to release for 120</p> <p>22 days. I'd like to file a risk acceptance for that</p> <p>23 because for that 30 days, we'll -- it's outside of our</p> <p>24 SLA.</p> <p>25 Q. Why was it important at SolarWinds to have a</p> <p style="text-align: center;">106</p>	<p>1 that are in place are effective so that risk would never</p> <p>2 materialize.</p> <p>3 Q. What did you mean by compensating controls in</p> <p>4 that answer?</p> <p>5 A. Yeah, compensating controls are -- come in many</p> <p>6 different forms. So within -- within that answer, uh, I</p> <p>7 have a machine that's sitting at the bottom of the ocean</p> <p>8 not connected to anything. It's a Windows '95 riddled</p> <p>9 with vulnerabilities.</p> <p>10 Does it really matter? The compensating</p> <p>11 control says it's not connected to the internet, not</p> <p>12 affected by that. It will run its processes forever.</p> <p>13 So it has enough compensating controls that it can run</p> <p>14 with limited risks.</p> <p>15 Q. As you're sitting here, are you aware of any</p> <p>16 vulnerability that you became aware of that SolarWinds</p> <p>17 in this 2018 to 2020 timeframe, uh, that should have</p> <p>18 been documented via a risk assessment form but wasn't?</p> <p>19 A. I'm sure there were some. I'm sure that there</p> <p>20 were some.</p> <p>21 Q. Do you have any examples in your mind as you --</p> <p>22 as you sit here?</p> <p>23 A. No, I don't.</p> <p>24 Q. Are you aware of any incidents or any cases of</p> <p>25 there being a high CVSS score that no action was taken</p> <p style="text-align: center;">108</p>

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<p>1 consolidated upon. 2 Q. You just -- 3 MR. KOCH: Sorry to interrupt, but maybe 4 just to help Camille, could you spell some of the terms 5 that you're using? 6 MR. TODOR: Yeah, I was going to ask. 7 THE WITNESS: I'm sorry. 8 MR. TODOR: You used a number of terms 9 there -- 10 THE WITNESS: I know. Sorry. Sorry. 11 MR. TODOR: -- that, uh, would probably be 12 helpful for the record -- 13 THE WITNESS: Yes, I'm sorry. 14 MR. TODOR: -- for you to, uh, say what 15 those were. 16 THE WITNESS: I will catch up, yeah. 17 MR. TODOR: Or if our court reporter has 18 questions about what the terms were -- 19 THE WITNESS: Please. 20 MR. TODOR: -- maybe that would be the 21 most efficient way -- 22 THE WITNESS: Yes. 23 MR. TURNER: -- either now or off the 24 record on a break. 25 MR. TODOR: Or -- or would that be easier</p> <p style="text-align: center;">113</p>	<p>1 Q. I'll direct your attention to page three of the 2 document again and to the heading "Authentication and 3 Authorization." And you can familiarize yourself with 4 those two paragraphs as you need to, sir -- 5 A. Yeah. 6 Q. -- and let me know when you're ready. 7 A. (Reading) I'm ready. 8 Q. And to your knowledge, is -- are the statements 9 in these two paragraphs, uh, an accurate representation 10 of SolarWinds' cybersecurity practices as they related 11 to authentication and authorization as of January, 2018? 12 A. Yes, they are. 13 Q. What, if any, process did you go to -- go 14 through to determine whether these statements were 15 accurate? 16 MR. TURNER: Objection. Are you talking 17 about like in connection with the publication of the 18 security statement or just how does he know they're 19 accurate now? 20 Q. At the time you were going through the process 21 of getting ready to publish the security statement, 22 what, if any, efforts did you make to determine whether 23 the statements here under "Authentication and 24 Authorization" were accurate? 25 A. So consulted with the, uh, IT team, consulted</p> <p style="text-align: center;">115</p>
<p>1 on the break, ma'am? 2 THE REPORTER: On a break would be better. 3 MR. TODOR: Okay. On the break. 4 Apparently on the break would be better, okay, uh, 5 without asking you about the specifics. 6 THE WITNESS: Yeah, specific terms. 7 MR. TURNER: All right. Thank you, Kris. 8 THE WITNESS: I'm glad you kind of got it 9 situated. 10 MR. TODOR: All right. Well, I've just -- 11 I've been informed that there's food here for those who 12 get it. Would this be a -- a good time to take lunch? 13 MR. TURNER: Sure. Yeah. 14 THE VIDEOGRAPHER: Going off the record, 15 the time is 12:30. 16 (Lunch recess) 17 THE VIDEOGRAPHER: Back on the record. 18 The time is 1:36. 19 Q. (By Mr. Todor) Welcome back, Mr. Brown. 20 A. Thank you. 21 Q. Before the break, we were discussing the 22 Security Statement document which I believe was Brown 23 Exhibit 8. Do you still have that document in front of 24 you, sir? 25 A. I do.</p> <p style="text-align: center;">114</p>	<p>1 with Mr. Quitugua on, uh -- so each one of these 2 statements are a little bit different from the, uh, 3 verification process. So I think we'd -- we would need 4 to look at each one of the -- the lines separately. 5 Q. Do you know how Mr. Quitugua would have come up 6 with the original information for these two paragraphs? 7 MR. TURNER: Objection, asked and 8 answered. 9 A. Uh, so he would -- he would, uh, talk to 10 essentially the person in charge. So for example, 11 authorized users can -- users be provisioned with the 12 unique IDs. And, uh, password policies were the 13 policies that were set and in our active directory 14 system was the password policies. Uh, we require 15 complex passwords that include both alpha and numeric 16 characters which are deployed to protect against 17 unauthorized use of passwords, uh, passwords being 18 individually salted and hashed. 19 THE REPORTER: I'm sorry, I can't hear 20 you. 21 THE WITNESS: Sorry, I was just reading 22 the statement. 23 THE REPORTER: I can't hear you. 24 THE WITNESS: Oh, I'm sorry. 25 (Reporter's clarification)</p> <p style="text-align: center;">116</p>

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<p>1 A. Our password best practices enforce the use of 2 complex passwords that include both alpha and numeric 3 characters which are deployed to protect against 4 unauthorized use of passwords. Passwords are 5 individually salted and hashed. So that statement would 6 have been, uh, directly related to both policies, right, 7 our best practices, our password policy, and also, uh, 8 enforcement from our active directory or eventually 9 Azure systems so that when you logged into your 10 computer, you would be logging into your active 11 directory account.</p> <p>12 That forced password changes. That has 13 the password complexity enforced. That is a source of 14 truth for many different applications that support 15 integration with active directory. And then a policy 16 says that if we're creating passwords outside of that 17 system, they should follow these best practice 18 guidelines.</p> <p>19 Q. Let's see if I can unpack that a little bit. 20 You made reference to Azure. Is that Microsoft Azure 21 Active Directory that you're referring to there?</p> <p>22 A. So Active Directory was an on-premise model. 23 Azure is a Cloud model for Active Directory. So over 24 that time period, we shifted from an on-premise Active 25 Directory to the Azure Active Directory, the Cloud-based</p> <p style="text-align: center;">117</p>	<p>1 A. (Reading) So no -- no changes between 2018 and 2 2020 except maybe specific systems being added, uh, or 3 different technology being potentially used to support 4 those systems. The statement that says, "SolarWinds 5 employees are granted a limited set of default 6 permissions to access company resources, such as their 7 email, and ..." their "corporate Intranet" -- I'm sorry, 8 I'll speak up. "Employees are granted access to certain 9 additional resources based on their specific job 10 function." During that time period between, uh, when I 11 joined to 2020, we had processes in place to onboard 12 employees to give them access to what they needed to 13 have access to, uh, to audit that access and if they 14 changed jobs, to grant them those privileges, and then 15 additional processes in place to give them special 16 access beyond just access that general employees had.</p> <p>17 Q. You've discussed a number of changes to your 18 policies or tools around access controls from January of 19 '18 to December of '20 in your previous answers. Did 20 you ever consider revising the access controls section 21 of the security statement as a result of those changes?</p> <p>22 A. The changes were to implement new technology 23 such as Azure directory versus the Cloud directory 24 service. That did not change the practice of granting 25 privileges to employees as they joined. That practice</p> <p style="text-align: center;">119</p>
<p>1 model.</p> <p>2 Q. When you say over that time period, are you 3 referring from the period from January 18th, 2018 4 through December, 2020?</p> <p>5 A. Correct.</p> <p>6 Q. About when did that change occur?</p> <p>7 A. Uh, I would need to look back for exact dates, 8 but somewhere in that timeframe.</p> <p>9 Q. Did your password best practices change at some 10 point between January of '18 and '20 -- December of 11 2020?</p> <p>12 A. No.</p> <p>13 MR. TURNER: Objection to form.</p> <p>14 A. The -- the password policy stayed the same 15 throughout that process or throughout that time period.</p> <p>16 Q. And was that password policy in effect when the 17 security statement was posted to the SolarWinds' public 18 facing website?</p> <p>19 A. Yes.</p> <p>20 Q. Was there any significant change to the default 21 permissions that SolarWinds' employees were granted 22 between January of '18 and December of 2020?</p> <p>23 MR. TURNER: Objection, foundation.</p> <p>24 Q. I'm directing your attention to the second 25 paragraph under "Authentication and Authorization."</p> <p style="text-align: center;">118</p>	<p>1 stayed fairly consistent through the process or through 2 those years or stayed consistent through those years. 3 The technology that was utilized behind may have been, 4 uh, may have been adapted or changed, but still the 5 meaning of this statement was -- is still -- still 6 accurate.</p> <p>7 Q. Did you learn anything after the publication of 8 the security statement to the public facing website that 9 caused you to think that perhaps some statement in here 10 with respect to access controls was not accurate when it 11 was posted?</p> <p>12 A. No. No, I didn't. The -- the statements here 13 are again created in a generic form not mentioning 14 technology. I'm not saying that, you know, the password 15 policy was followed a hundred percent of the time.</p> <p>16 The, uh -- that our -- we don't say that 17 the access control was perfect. So during audits, we 18 would potentially discover that someone, uh, may have 19 not gotten grants removed when they switched their job 20 discovered in an audit and we would take care of it, but 21 the statements here don't say that a hundred percent of 22 the time, we're completely accurate or we're completely 23 foolproof. So there was no reason to change the 24 statement.</p> <p>25 Q. I'll direct your attention to the next</p> <p style="text-align: center;">120</p>

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1 A. I'm sorry --
2 Q. Do you see that, sir?
3 A. -- what -- what reference?
4 Q. Uh, it is item PR.DS-7.
5 A. (Reading)
6 Q. Under the "Data Security" --
7 A. Got it.
8 Q. -- subsection under "Protect."
9 A. Yeah, development and testing environments are
10 separate from the production environment.
11 Q. Is that the same concept that was being
12 discussed when we were looking at, uh, the security
13 statement for network security where the security
14 statement says, "SolarWinds maintains separate
15 development and production environments"?
16 MR. TURNER: Object to form and
17 foundation.
18 A. There's -- there's no direct correlation between
19 this and the security statement, but we did maintain
20 separate development testing and production environments
21 within SolarWinds.
22 MR. TURNER: We've been going about an
23 hour, J.J. I don't know if you're transitioning into a
24 new document.
25 MR. TODOR: We will be. So we can take a

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1 break.
2 MR. TURNER: Sure.
3 THE VIDEOGRAPHER: Going off the record,
4 the time is 2:32.
5 (Short recess)
6 (Brown Exhibit 10 was marked.)
7 THE VIDEOGRAPHER: Back on the record.
8 The time is 2:55.
9 Q. (By Mr. Todor) Welcome back, Mr. Brown.
10 A. Thank you.
11 Q. You've been presented with a document marked as
12 Brown Exhibit 10. It has Bates No. SW-SEC00262716. It
13 appears to be an email from you to Rani Johnson dated
14 December 14th, 2017, Subject: RE: 2018 Roadmap
15 Overview/Team Goals Review.
16 Do you recognize this document, sir?
17 A. Uh, so I've just been reviewing it. Uh, I -- I
18 recognize it as a document I produced probably for Joe.
19 I haven't seen it -- or for Rani. But I haven't
20 actually looked through it all yet again.
21 Q. And we discussed earlier, I believe you said you
22 were doing a 90-day review for SolarWinds' security.
23 There's the attachment here. As we look at Bates 2718,
24 there's a PowerPoint marked "SECURITY 90 DAY REVIEW, TIM
25 BROWN." Did you prepare this?

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1 A. So, yes, I would assume so.
2 Q. And what was your understanding of the purpose
3 of preparing this PowerPoint?
4 A. Uh, the -- as I said before, SolarWinds operated
5 a -- when somebody new came in to a team, it was
6 expected that you provided information after a 90-day
7 review. In most cases you weren't expected to act upon
8 those things, but take that time to learn different
9 things and then present it back to, you know, basically
10 your findings to your supervisors.
11 Q. And to whom were you presenting your findings
12 here?
13 A. Definitely Rani, uh, probably went to Joe as
14 well.
15 Q. Do you recall what, if any, action was taken as
16 a result of this presentation?
17 A. Uh, I need to review the presentation
18 (indicating) to -- to see.
19 Q. Okay. We'll see if maybe we can focus a bit.
20 If you'd just turn to the last page of the -- the
21 document.
22 A. Sure.
23 Q. It's Bates 2743.
24 A. (Flipping pages.) Yeah.
25 Q. And, uh, the title -- did you prepare this

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1 slide?
2 A. (Reading) I assume it was part of the 90-day
3 review. Uh, it looks like it was after the -- after the
4 slide deck itself. So there may be an appendix.
5 Q. Do you recall whether you prepared this?
6 A. Uh, 2017 was a long time ago. So, uh, I assume
7 from the context I did present -- I did create it.
8 MR. TURNER: J.J., sorry to interrupt, but
9 do you know? Like this looks like it's sort of a new
10 slide deck. Were there two attachments to this? Or is
11 it one -- one attachment?
12 MR. TODOR: Uh, the email just makes a
13 reference to there being one attachment file. So to my
14 understanding, there's just the one PowerPoint, but I
15 see it does go into FY-18 goals --
16 THE WITNESS: Yeah.
17 MR. TODOR: -- starting with Bates 2737.
18 It's a draft, but --
19 MR. BRUCKMANN: It also has the number
20 26 --
21 THE WITNESS: 26.
22 MR. BRUCKMANN: -- in the lower right-hand
23 corner.
24 THE WITNESS: Which the other ones don't
25 have numbers on. So it probably was not the same. Oh,

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<p>1 okay. Here's another. It looks like it's multiple -- 2 multiple PowerPoints. 3 Q. All right. So just turning your attention here 4 to the -- the slide with Bates 2743, there's a heading, 5 "A proactive security model." Do you have an 6 understanding of what that means? 7 A. If I recollect correctly, it was a way to 8 describe our -- the, uh, things that I wanted to do in 9 the future. This is to say we have a proactive security 10 model. 11 THE REPORTER: I'm sorry, I couldn't hear 12 you. 13 A. Oh, I'm sorry. I said a proactive security 14 model, uh, most likely, was just a header for this slide 15 that explained kind of what -- what I would like to do. 16 And it looks like investments that I would like to have 17 made into the program. 18 Q. Did you have an understanding as of the time 19 that you completed your 90-day review here in December, 20 2017 as to whether SolarWinds had a reactive as opposed 21 to a proactive security model? 22 MR. TURNER: Objection to form. 23 A. I can't -- I can't link these documents 24 together. So we can't assume this was from that same 25 deck.</p> <p style="text-align: center;">153</p>	<p>1 A. Yep. 2 Q. And there is a list of budget requests there -- 3 A. Yep. 4 Q. -- in the lower left-hand quadrant of the slide. 5 Are those budget requests that you made? 6 A. Yes. 7 Q. Why did you make those requests? 8 A. (Reading) Because in the -- the area of constant 9 improvement, uh, which is what a security team does, 10 these are the things that I needed to essentially 11 accelerate that program. 12 Q. I'll direct your attention to the fourth item 13 there, "Internal/External PEN test" with the it looks 14 like a budget request of a hundred thousand dollars. 15 What was that for? 16 A. That was for additional external pen tests and, 17 uh, and more often pen tests. 18 Q. Pen tests of what? 19 A. Pen tests for products. 20 Q. Products. Did you believe as of December, 2017 21 that SolarWinds needed to increase the amount of 22 penetration testing for its products? 23 A. We -- 24 MR. TURNER: Objection to form. 25 A. We were going through additional audits, so SOC2</p> <p style="text-align: center;">155</p>
<p>1 Q. Okay. I'm just asking generally. You completed 2 a security review. At the conclusion of that review, 3 did you have an understanding as to whether SolarWinds 4 had a proactive as opposed to a reactive security model? 5 MR. TURNER: Object to form. 6 A. A -- in my words so proactive is simply a 7 statement on this slide as a title. So I guess, uh, 8 that I -- I could not say that unless I looked through 9 this, all of the pages of this document that were my 10 90-day review, and then I could tell you if that was the 11 case. Right? So let me look through everything. 12 Q. Okay. Well, my -- my question was just based 13 upon your understanding, not what the document itself 14 would say on a particular line. So if that's all the 15 understanding you have, I can -- I can move on. I'm 16 just trying to understand -- 17 A. Okay. Yeah. 18 Q. -- what your understanding was. 19 A. So I don't put a lot of -- the definition 20 between reactive and proactive security model could mean 21 so many different things, uh, it's hard to answer that 22 in an affirmative do I believe that it was reactive 23 instead of proactive. 24 Q. I'll direct your attention back to the 2743 25 slide.</p> <p style="text-align: center;">154</p>	<p>1 audits for our Cloud solution. Those SOC2 audits 2 require external pen testing, not just internal pen 3 testing. So that was one of the reasons to have 4 additional external pen tests. 5 Q. Was there any external pen testing prior to 6 December, 2017 on the SolarWinds' products to your 7 knowledge? 8 A. Yes. 9 Q. Okay. Why did you then make a request for 10 additional funding for an external/internal pen test? 11 MR. TURNER: Objection, asked and 12 answered. 13 A. We were going through additional external 14 audits. SOC2 was an audit that is performed on a Cloud 15 solution through an external auditor. Part of that SOC2 16 audit requires external pen tests for those products 17 that are going through the audit. 18 Q. Okay. So was it a pen test specifically for the 19 purpose of the audit? 20 A. Specifically as a requirement to meet for those 21 SOC2 audits. 22 Q. I'll direct your attention to the, uh, lower 23 right quadrant of that slide with the "Risk of 24 Non-Investment." And there are some sub-bullets under 25 there. The first question, did you write these?</p> <p style="text-align: center;">156</p>

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<p>1 A. Uh, most likely.</p> <p>2 Q. I'll direct your attention to the first bullet.</p> <p>3 It states the "Current state of security leaves us in a</p> <p>4 very vulnerable state for our critical assets. A</p> <p>5 compromise of these assets would damage our reputation</p> <p>6 and financially." What was your basis for that</p> <p>7 statement?</p> <p>8 MR. TURNER: Objection to form.</p> <p>9 A. So I'm attempting to support my budget request</p> <p>10 saying that I need additional people. And, uh, I guess</p> <p>11 from a -- a legal term you may call that puffery to</p> <p>12 support my request for additional -- my additional, uh,</p> <p>13 budget request. So I'm trying to say, hey, I need</p> <p>14 budget. And again, we don't have a linkage of the date</p> <p>15 of this -- this slide. So I can't say that it was 2017.</p> <p>16 Q. Who is this slide being sent to?</p> <p>17 A. So this was being sent to, uh, probably Joe Kim.</p> <p>18 Joe managed the budget for IT and for security. So to</p> <p>19 probably Rani and Joe Kim.</p> <p>20 Q. Just to clarify, in the earlier answer, uh, was</p> <p>21 the statement "Current state of security leaves us in a</p> <p>22 very vulnerable state for our critical assets" accurate</p> <p>23 in your mind when you made it?</p> <p>24 A. I don't recall the reason I put that statement</p> <p>25 in there. Again, it's slide 26 out of some other deck.</p> <p style="text-align: center;">157</p>	<p>1 that shows critical assets and their vulnerabilities.</p> <p>2 There could be other information here. Without that</p> <p>3 context, it's difficult to say why that statement was</p> <p>4 put there.</p> <p>5 So it just doesn't provide enough context.</p> <p>6 And we don't even know the timeframe. We don't know a</p> <p>7 date.</p> <p>8 Q. So as of December, 2017, was it your</p> <p>9 understanding, based upon your knowledge of SolarWinds'</p> <p>10 business as VP of Security and Architecture, that the</p> <p>11 critical -- the current state of SolarWinds' security</p> <p>12 leaves SolarWinds in a very vulnerable state for its</p> <p>13 critical assets?</p> <p>14 A. I would -- I would say that in 2017 I believed</p> <p>15 improvements needed to be made. And in security</p> <p>16 awareness we're in a business of constant improvement,</p> <p>17 and I was looking for budget to do those improvements.</p> <p>18 Q. You said that improvements needed to be made.</p> <p>19 What improvements were you referring to in that answer?</p> <p>20 A. Again, 2017 we would need to look back. If I</p> <p>21 look at the 90-day plan, I'm sure I had improvements</p> <p>22 that were outlined that I wanted to do.</p> <p>23 Q. I'll direct your attention to the second bullet.</p> <p>24 It states, "Lack of cyber hygiene leaves us open to</p> <p>25 being a target of opportunity and a compromise will</p> <p style="text-align: center;">159</p>
<p>1 So I don't know where this slide was in context of other</p> <p>2 slides, whether it was a whole budget deck or what it</p> <p>3 was. So in -- back again, you're saying in 2017. I</p> <p>4 don't know when this slide was.</p> <p>5 Q. Well, are you saying you would tell Joe Kim that</p> <p>6 the "Current state of security leaves us in a very</p> <p>7 vulnerable state for our critical assets" without</p> <p>8 knowing whether that statement was accurate?</p> <p>9 A. I'm saying I don't remember the context where</p> <p>10 that statement was written.</p> <p>11 Q. How did you go about coming up with these bullet</p> <p>12 points here under "Risk of Non-Investment"?</p> <p>13 A. Once again, you don't have the complete</p> <p>14 document. You're showing me 1 slide out of at least 26.</p> <p>15 Q. I'm showing you a document that your counsel</p> <p>16 produced to us --</p> <p>17 A. I can't help that.</p> <p>18 Q. -- marked as an email that you sent.</p> <p>19 A. Right. I can't help that. The document is not</p> <p>20 complete. So I don't have enough context to understand</p> <p>21 where this -- this was.</p> <p>22 Q. What additional context would you need to say</p> <p>23 why you said the "Current state of security leaves us in</p> <p>24 a very vulnerable state for our critical assets"?</p> <p>25 A. I -- many reasons. There could be a document</p> <p style="text-align: center;">158</p>	<p>1 create downtime and lost revenue." What did you mean by</p> <p>2 that?</p> <p>3 A. Uh, I don't -- I don't recall. Again, this is a</p> <p>4 document that was probably part of a presentation. It</p> <p>5 doesn't mean that each statement or each word on every</p> <p>6 document was audited or checked. It was opportunity to</p> <p>7 discuss and -- and have context put around things.</p> <p>8 Q. Did you feel it was important to be truthful in</p> <p>9 telling your bosses what SolarWinds' cybersecurity needs</p> <p>10 were in making a budget request?</p> <p>11 A. So I do think that it's important to be</p> <p>12 truthful, yes.</p> <p>13 Q. Were you trying to be truthful when you wrote</p> <p>14 these bullet points?</p> <p>15 A. So again, you don't have context of these bullet</p> <p>16 proof -- points. You don't know if I have explained</p> <p>17 these bullet points in detail in the 25 slides before</p> <p>18 here. So I don't think you have enough context to</p> <p>19 insinuate that.</p> <p>20 Q. I'm not insinuating, sir. I'm trying to ask,</p> <p>21 were you trying to be truthful when you wrote these</p> <p>22 bullet points?</p> <p>23 A. I -- and as I've stated, I don't recall the</p> <p>24 details of these statements that were made eight years</p> <p>25 ago.</p> <p style="text-align: center;">160</p>

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<p>1 Q. I'll direct your attention to the fourth bullet 2 point. 3 A. Once again, same answer, I don't recall the 4 details of these statements. 5 Q. I'll ask my question and then you can give your 6 answer, sir. The statement "We have lost a renewal of 7 DPA for Accenture (192K) due to utilizing free code 8 scanning tools that did not find all vulnerabilities," 9 do you see that? 10 A. Yes. 11 Q. What does DPA mean? 12 A. DPA is a product. 13 Q. Okay. Do you have a recollection of SolarWinds 14 losing a renewal of DPA for Accenture on or around 15 December of 2017? 16 A. Uh, I actually do, yes. 17 Q. Okay. Did SolarWinds lose a renewal for 18 Accenture around this time due to utilizing free code 19 scanning tools that did not find all vulnerabilities? 20 A. Yes. 21 Q. I'll turn your attention to the fifth bullet. 22 A. Uh-huh. 23 Q. There's a statement "Without training our 24 employees will continue to be one of our biggest risks." 25 What was your basis for that statement?</p> <p style="text-align: center;">161</p>	<p>1 minutes ago being for our Cloud solution. So I'll refer 2 back to that, that external pen testing was going to be 3 required. If we didn't have external pen testing, we 4 wouldn't have our SOC2 compliance and we would lose 5 business for our Cloud solutions. 6 Q. That's all on that document, sir. 7 (Brown Exhibit 11 was marked.) 8 Q. Mr. Brown, you've been presented with a document 9 that's been marked as Brown Exhibit 11. It has Bates 10 No. SW-SEC00313350. It appears to be an email from you 11 to Rani Johnson dated October 29th, 2018, Subject: 12 SolarWinds state of security operations. 13 Do you see that, sir? 14 A. Yes. 15 Q. Do you recognize this document? 16 A. (Flipping pages.) I'm re-familiarizing myself. 17 (Reading) Yes, all set. 18 Q. And, uh, do you recognize this document, sir? 19 A. Uh, now, yes. 20 Q. Okay. And do you recognize this is an email and 21 an attachment you sent in the course of your work at 22 SolarWinds? 23 A. Yes. 24 Q. And I'll turn your attention to the second page 25 of the document. It appears to be a PowerPoint</p> <p style="text-align: center;">163</p>
<p>1 A. Again, 20 -- 2017, but I see that this -- on 2 this specific slide it accompanies a request for 3 additional companywide security training. Again, I know 4 that we had training when I on-boarded. So there was 5 on-boarding training. As described in the security 6 statement, this is for additional cybersecurity training 7 investment in a tool associated with training. 8 Q. Where does it refer to a tool here for training? 9 A. It doesn't, but that -- that's the context that 10 I remember. It says, security training 30K. 11 Companywide security training was an indication of a 12 tool. It does not say tool. 13 Q. I'll turn your attention to the last bullet in 14 the slide. There's a statement, "Appropriate security 15 policies, procedures, training, pen testing are required 16 by our commercial customers and asked for in qualifying 17 questionnaires. Without appropriate answers we will 18 lose business." 19 What was your basis for that statement? 20 A. I think it's a -- a statement of -- of fact. 21 That's all. 22 Q. Did you have an understanding as of December, 23 2017 whether your qualifying questionnaires were not 24 giving customers the answers they needed? 25 A. No, but again, we talked about pen testing a few</p> <p style="text-align: center;">162</p>	<p>1 presentation marked "INFORMATION SECURITY - Risk review 2 October 2018." Did you conduct this review, sir? 3 MR. TURNER: Objection to form. 4 A. I don't believe it was a risk review. I would 5 say it was more of a status of -- status of information 6 from October, 2018. 7 Q. Okay. I was just reading the title of the -- 8 the slide -- 9 A. Right. 10 Q. -- sir. 11 A. Yeah, the title -- so -- but it wasn't a audit 12 or anything like that. 13 Q. I'm not asking about the specific content on the 14 individual slides, but, uh, was it a routine practice of 15 yours to provide Rani Johnson with updates on the state 16 of SolarWinds' security operations? 17 A. Yes. 18 Q. And was this PowerPoint presentation part of 19 that effort? 20 A. Uh, (reading) yeah, so this is highlights and, 21 uh, a -- so, yeah, it's essentially a time period. It's 22 essentially a review of what happened during January 8, 23 2018 to October 23rd, 2018. 24 Q. And turning back to the email at the -- the 25 first page of the document, 3350 --</p> <p style="text-align: center;">164</p>

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1 **A.** Yeah.
2 **Q.** -- it looks like you say, "This PowerPoint
3 contains the current state of security slides updated
4 for October. A review of what we asked for last August
5 and a red yellow green status showing how we have done
6 on our initiatives." Do you see that?
7 **A.** Yes.
8 **Q.** And it says, "A 2019 plan and ask for security."
9 Do you see that?
10 **A.** Yes.
11 **Q.** And then it says, "We can review in tomorrow but
12 it's a reasonable place to start. Tim." So did I read
13 that correctly?
14 **A.** Yep, that's exactly what it reads.
15 **Q.** And turn back to Bates, uh, 3359, please. It
16 looks like you can probably review 59, 60, 61, and 62.
17 Do these four slides appear to be the "... review of
18 what we asked for last August and a red yellow green
19 status showing how we have done on our initiatives" that
20 you're referring to in your cover email?
21 **A.** I believe so.
22 **Q.** And if I could direct your attention to the
23 Bates 3359 slide, please.
24 **A.** Yes.
25 **Q.** And the headline slide appears to be

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1 "A Proactive Security Model - Original plan and request
2 from August 2017." Do you see that?
3 **A.** Yes.
4 **Q.** Other than the -- there's one redacted line, but
5 other than that, does this appear to be the same budget
6 request and action items that we were discussing with
7 respect to the, uh, previous document?
8 **A.** Yes.
9 **Q.** And these risks of non-investment that you
10 identify in the lower right corner quadrant of the
11 document, do those appear to be the same risks that we
12 discussed in the previous document?
13 **A.** Correct. This is a year later. So the document
14 was a reference to what was there.
15 **Q.** Okay. And I'd direct your attention to the 3361
16 document, please, Bates. Are you there, sir?
17 **A.** Yes.
18 **Q.** It says that the title of the slide, "A
19 Proactive Security Model - Updated October 2018 with
20 status." Do you have that?
21 **A.** Yes.
22 **Q.** In looking at the -- the left half of the slide,
23 which is headed Risks of -- "Risk of Non-Investment," do
24 these appear to be the same bullet points that you had
25 in the August, 2017 version of the slide, but with some

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1 color coded?
2 **A.** Uh, correct.
3 **Q.** I'll direct your attention to the first bullet.
4 And again, the statement was, "Current state of security
5 leaves us in a very vulnerable state for our critical
6 assets. A compromise of these assets would damage our
7 reputation and financially."
8 Did you still understand that to be a risk
9 of non-investment as of October, 2018 at SolarWinds?
10 **A.** So, yellow indicates that some of it was done
11 and we could do more, right? Green indicates that it
12 was completed. Uh, red indicates that, uh, it wasn't
13 done or there's more work to be done.
14 **Q.** Is there anywhere on the document where it says
15 what red, yellow, and green means?
16 **A.** No. Again, a slide deck is used for context,
17 and it was used in a presentation. So that information
18 would have been conveyed verbally in a presentation.
19 **Q.** And the -- so by -- what did you mean by putting
20 "Current state of security ..." bullet in yellow on this
21 slide?
22 **A.** Uh, again, 2018 I don't recall the details.
23 **Q.** Do you have a recollection, as you sit here, as
24 to what, if any, work needed to be done with respect to
25 that first bullet as of October, 2018?

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1 **A.** What I can read from the presentation is that if
2 nothing had been done, it would have been a red. But
3 certain improvements had been done and there were still
4 more to do. That's all I could remember or all I could
5 surmise from this.
6 **Q.** And you can look at the rest of the deck for
7 context, if you need. I'm just wondering if you can
8 tell me your understanding as to what had been and what
9 had not been done with respect to that bullet as of
10 October, 2018.
11 **A.** No, I -- I could not.
12 **Q.** I'll direct your attention down to the third
13 bullet.
14 **A.** Yep.
15 **Q.** It says, "We have had 22 reported security
16 incidents this year. Reactive responses costs
17 significantly more than being proactive." Why is that
18 in red?
19 **A.** Again, I can't give you context to this specific
20 thing of 2018, but in general, if you find an issue
21 before in a product before a customer finds that issue,
22 costing to fix that issue is much less expensive. So
23 that's what I would put into the context. We had 22
24 reported security incidents this year. That means for
25 products.

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<p>1 basically from April to May, we were monitoring progress 2 and then forward we were addressing concerns. So it was 3 a program to how do we mature and improve our security 4 across different organizations? 5 Q. In looking at the "Description" of the project 6 in the slide -- 7 A. Yep. 8 Q. -- there's a statement, "Project to 9 operationalize and improve overall security for 10 SolarWinds. This effort includes training (security and 11 SDL), department plans for addressing security, KPIs and 12 an annual audit to measure the effectiveness of security 13 practices within SolarWinds." First question, what's a 14 KPI? 15 A. A key performance indicator. 16 Q. What was your understanding of the status of 17 this project as of May, 2019 -- 18 A. Well -- 19 Q. -- as in what had been done, what was left to be 20 done? 21 A. -- on the slide itself, it shows a status. That 22 status shows complete for the project that kicked off in 23 the executive briefing, meaning that people were briefed 24 on the project. "Audit Incidents/Build Corrective 25 Action Plan." So there was a corrective action plan</p> <p style="text-align: center;">181</p>	<p>1 of you. 2 MR. TODOR: Now a good time, good enough 3 time? 4 MR. TURNER: Sure. 5 THE VIDEOGRAPHER: Going off the record, 6 the time is 3:53. 7 (Short recess) 8 (Brown Exhibit 14 was marked.) 9 THE VIDEOGRAPHER: Back on the record. 10 The time is 4:16. 11 Q. (By Mr. Todor) Welcome back, Mr. Brown. 12 A. Thank you. 13 Q. You've been presented with a document marked as 14 Brown Exhibit 14. It has Bates No. SW-SEC00001497. It 15 appears to be a PowerPoint marked "solarwinds" SECURE 16 & -- "SECURITY & COMPLIANCE PROGRAM QUARTERLY OVERVIEW, 17 August 16th, 2019." 18 Do you recognize this document? 19 A. (Flipping pages.) (Pause) (Sotto voce) 20 Multiple documents. So, yes. 21 Q. Okay. 22 A. There are multiple documents here though. 23 So ... 24 Q. I'll direct your attention to the document with 25 Bates 1503, please.</p> <p style="text-align: center;">183</p>
<p>1 completed and we were now into the monitoring and 2 addressing concerns and operationalizing to report the 3 KPIs and remediate issues. That would have happened 4 next. 5 Q. So -- 6 A. So that's the stage we were at. 7 Q. -- it says you built the corrective action plan. 8 What was your understanding of what needed to be 9 corrected? 10 A. There's a document somewhere that describes each 11 of the SIIP plan. 12 THE WITNESS: (To reporter) I'm sorry, 13 SIIP, S-I-I-P. 14 Q. Did any of those items that needed correction 15 involve changes to SolarWinds' access control policies? 16 A. Not as defined by the security statement. 17 Q. Did they involve access controls in any way? 18 A. I would need to look at the plans. 19 Q. Did any of the items in the correction plan -- 20 corrective action plan involve SolarWinds' software 21 development lifecycle policies? 22 A. No. 23 Q. Okay. I think -- 24 MR. TURNER: We've been going for another 25 hour. I don't know if you have a long document in front</p> <p style="text-align: center;">182</p>	<p>1 A. 1583 [sic]. Okay. (Flipping pages.) 2 Q. It's about the, uh -- 3 A. I'm sorry, eight three? 4 Q. -- seventh page or so. 5 MR. TURNER: Yeah, 1503. 6 Q. 1503, sir. 7 A. Oh, I'm sorry. 8 MR. TURNER: Towards the front. 9 Q. It's toward the front of the document. 10 A. Oh, thank you. 1503. Okay. I'm sorry, I 11 thought you said eight. (Flipping pages.) Yes, I'm 12 there. 13 Q. And there is a set of three initiatives listed 14 under "Important Highlights" under "SECURITY." Do you 15 see those? 16 A. Yes. 17 Q. Would you have provided any content for the 18 status of these three initiatives? 19 A. Uh, (reading) so potentially, uh, but some of 20 these updates were not under my purview. 21 Q. Do you have any reason to believe that the 22 description of the initiatives or the status listed here 23 are inaccurate? 24 MR. TURNER: Objection, foundation. 25 A. Uh, again, these were not my necessarily</p> <p style="text-align: center;">184</p>

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<p>1 initiatives. They were Rani Johnson's. So she would be 2 a better speaker to these than -- than I -- I would be. 3 Uh, the status looks reasonable, I guess, uh, but I have 4 no context or not enough information. 5 Q. I'll direct your attention to the next page, 6 please, with Bates 1504. 7 A. Yeah. 8 Q. It appears to be a slide marked "SolarWinds 9 Security Program" and then the subheading says, 10 "SECURITY CONTROLS BASED ON NIST CONTROLS." Do you see 11 that? 12 A. Yes. 13 Q. Was it your understanding that as of August, 14 2019 the SolarWinds' security program used security 15 controls based on NIST controls? 16 A. NIST CSF to be specific. 17 Q. And specifically are you talking about the NIST 18 Cybersecurity Framework in that answer? 19 A. Yes. 20 Q. And there are five headings of "Protect, 21 Respond, Identify, Detect," and "Recover." Do you see 22 those? 23 A. Yes. 24 Q. And there are some sub-bullets under each of 25 those?</p> <p style="text-align: center;">185</p>	<p>1 this slide. I don't recall that, but at this point in 2 time I can tell you that these were the processes or 3 software or things that we were doing in each one of 4 these areas. 5 Q. Did you provide content to identify the things 6 you were doing in each of these areas as of August, 7 2019 -- 8 MR. TURNER: Object to form. 9 Q. -- in connection with this slide? 10 A. So the -- so the NIST scorecard is part of this 11 entire process when I look at this deck in a whole. 12 The, uh -- this was something that, uh, Rani, myself -- 13 uh, Kellie Pierce helped us. Uh, we put together this 14 program around the NIST CSF and the assessments that we 15 did in each one of these areas. 16 So as part of that, we, most likely, 17 worked together to be able to build the list of 18 technologies that was there somewhere under my control. 19 Uh, like the Next Generation Firewall was under Rani's 20 control. So she would have put that there as under 21 "Protect." 22 Q. Was there someone who was assigned to pull all 23 of the content together and decide what would be in the 24 slide? 25 A. Uh, again not this specific slide, but the</p> <p style="text-align: center;">187</p>
<p>1 A. Correct. 2 Q. Do those correspond to criteria SolarWinds would 3 use to evaluate its maturity levels with respect to 4 those five categories under the NIST Cybersecurity 5 Framework as of this time? 6 A. No. 7 MR. TURNER: Object to form. 8 A. No, they're -- they're not criteria. They're -- 9 they're status. So under "Protect," do you see that we 10 have Next Generation Firewalls deployed? 11 THE REPORTER: That we have Next 12 Generation ... 13 THE WITNESS: Firewalls deployed. 14 A. We have "Endpoint Protection and Encryption." 15 We have "Data Leakage Protection." We have spam and 16 anti-phishing response. So these are essentially a 17 description of the technologies that are deployed under 18 each one of these, uh, or the processes that we have in 19 place for each -- for the sub-bullets here. 20 Q. Did you provide, uh, content for this slide? 21 A. Yes. 22 Q. What content did you provide? 23 A. Uh ... the -- the -- so on -- on this slide this 24 would be -- I don't know who provided the actual each 25 one of these items that are underneath here or who wrote</p> <p style="text-align: center;">186</p>	<p>1 entire deck associated with NIST CSF was again Rani, 2 myself, Kellie, uh, for both content and -- content and, 3 uh -- I guess content. 4 Q. I'll direct your attention to the -- the next 5 page -- 6 A. Yeah. 7 Q. -- of the deck, the Bates 1505. It is marked 8 "SolarWinds Scorecard NIST Maturity Level." 9 A. Uh-huh. 10 Q. Did you provide content for this slide? 11 A. So this -- this slide essentially represents the 12 math of the summation between the following slides. So 13 this (indicating) -- this is not con- -- this was 14 generated content based on the next slide. 15 Q. Okay. I'll direct your attention back to I 16 guess starting on -- keeping on this page. There are 17 security categories of "Identify, Protect, Detect, 18 Respond," and Recover." 19 A. Correct. 20 Q. And those correspond to the five I guess 21 subcomponents under NIST CSF, correct? 22 A. Correct. 23 Q. You have a set of ratings for 2017, 2018, and 24 2019 there, correct? 25 A. Correct.</p> <p style="text-align: center;">188</p>

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<p>1 Q. How did you go about coming up with the numbers?</p> <p>2 A. So these numbers (pointing) were the additive</p> <p>3 numbers on the next slides.</p> <p>4 Q. Okay. What do you mean by additive numbers,</p> <p>5 sir?</p> <p>6 A. So if you look at, uh, "Identify" as a three dot</p> <p>7 O, you look at the "Identify" columns -- well, it</p> <p>8 actually should have been 3 dot 2 or maybe this was --</p> <p>9 so it would have been an additive number associated with</p> <p>10 each -- an average number of each one of these things</p> <p>11 made up the number on the front.</p> <p>12 Q. So looking at the next say five pages, it looks</p> <p>13 like you've got "Identify, Protect, Detect, Respond,</p> <p>14 Recover" --</p> <p>15 A. Correct.</p> <p>16 Q. -- with some numbers. It appears to me that</p> <p>17 these, except for as you noted, the NIST maturity level</p> <p>18 for "Identify" a 3.2 instead of 3.0 for 2019 would</p> <p>19 correspond to the 2019 figures on, uh, slide 1505.</p> <p>20 Is that correct?</p> <p>21 A. I'm sorry, your question of the ...</p> <p>22 Q. Okay. So for example, if you look at slide</p> <p>23 1507 --</p> <p>24 A. Yep.</p> <p>25 Q. -- you have a --</p> <p style="text-align: center;">189</p>	<p>1 Q. How was it determined that an arithmetic average</p> <p>2 was a reasonable representation?</p> <p>3 A. Uh, what this was was a represation --</p> <p>4 representation of maturity for each one of these things,</p> <p>5 a representation of where we believed we were. Uh, this</p> <p>6 wasn't an audit or scientific or exercise to get here.</p> <p>7 It was a point in time to see that if we've sponsored</p> <p>8 projects in each one of these areas, have the projects</p> <p>9 completed? Have they gotten better?</p> <p>10 NIST CSF is defined as a model that allows</p> <p>11 you to do that. There's no fixed criteria for how you</p> <p>12 progress through that model. Uh, that's one of the</p> <p>13 beauties.</p> <p>14 Q. Does NIST CSF say that you should just use an</p> <p>15 arithmetic average for the various security categories</p> <p>16 to come up with the overall rating for Identify,</p> <p>17 Protect, Detect, Respond, and Recover?</p> <p>18 A. I believe what it says is that you should use</p> <p>19 this as a maturity model. And how you grade yourself is</p> <p>20 up to you. There's not a direct tie to any specific</p> <p>21 model to be used.</p> <p>22 Q. Who is the audience for the scorecard?</p> <p>23 A. Uh, so this -- the scorecards ended up in our</p> <p>24 quarterly risk reviews eventually. So this is a program</p> <p>25 review, uh, but the maturity scorecard went to our</p> <p style="text-align: center;">191</p>
<p>1 A. 3.2.</p> <p>2 Q. -- it has a 3.2 and there's a 3.2 for "Protect"</p> <p>3 on 1505 for "Protect," right?</p> <p>4 A. Correct.</p> <p>5 Q. And then on 1508 you have a 3.6 for "Detect" and</p> <p>6 you've got a 3.6 for "Detect" for 2019 on 1505, correct?</p> <p>7 A. Correct.</p> <p>8 Q. Same story for "Respond" --</p> <p>9 A. Respond.</p> <p>10 Q. -- on 1509, right?</p> <p>11 A. Correct.</p> <p>12 Q. And the same story for "Recover" on 1510,</p> <p>13 correct?</p> <p>14 A. Correct. And "Identify" for some reason is not</p> <p>15 matching.</p> <p>16 THE REPORTER: Is not what?</p> <p>17 THE WITNESS: Is not matching.</p> <p>18 Q. And to determine the NIST maturity level did you</p> <p>19 just take the arithmetic average of each of the</p> <p>20 subcomponents that were set forth on the slides from</p> <p>21 1506 through 1510 for each subpart?</p> <p>22 A. Correct.</p> <p>23 Q. Why did you just use an arithmetic average?</p> <p>24 A. Because that was the representation that was</p> <p>25 determined to be a reasonable representation.</p> <p style="text-align: center;">190</p>	<p>1 quarterly risk review with our executive team</p> <p>2 eventually. So maybe not this specific deck, but the</p> <p>3 quarter -- the scorecard did get brought up to our</p> <p>4 quarterly risk review.</p> <p>5 Q. So when we looked at the May '19, uh, Security &</p> <p>6 Compliance Program Quarterly Overview, it didn't look</p> <p>7 like it had one of these scorecards. Is this the first</p> <p>8 one of these scorecards that you recall being generated?</p> <p>9 A. Uh, I believe (flipping pages) the -- inside the</p> <p>10 agenda ...</p> <p>11 Q. Are you looking at a page of this deck, sir?</p> <p>12 A. 1498.</p> <p>13 Q. Okay. And --</p> <p>14 A. ... it says, "Introduce ... Score Card."</p> <p>15 Q. Okay. So is this the first time there was a</p> <p>16 scorecard for NIST maturity level for SolarWinds for</p> <p>17 purposes of, uh, security and compliance overview to</p> <p>18 your knowledge?</p> <p>19 A. So it was the first time it was presented in</p> <p>20 this fashion and the first time it was going to be fed</p> <p>21 into the quarterly risk reports.</p> <p>22 Q. Okay. So we went through the -- where you got</p> <p>23 the numbers for 2019 focusing on Bates 1505. There are</p> <p>24 also numbers for 2017 and 2018. How did you come up</p> <p>25 with those?</p> <p style="text-align: center;">192</p>

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<p>1 A. A similar fashion with a similar set of 2 subcategories, and an average of those subcategories go 3 into the overall score. 4 Q. So I didn't see like numbers for '17 and '18 5 in -- in this deck. 6 A. Right. 7 Q. Was there some other document where there was 8 kept like where the subscores for '17 and '18 would have 9 come from? 10 A. Uh, potentially. I -- I don't recall '17 and 11 18, again a long time ago. 12 Q. So were the numbers for '17 and '18 generated 13 retroactively for purposes of creating this scorecard 14 for this August of '19 scorecard? 15 A. Uh, I -- I don't recall. I don't recall whether 16 we had -- had the same formulas in 2018. 17 Q. Do you know whether these scores for '17 and '18 18 that are set forth here on, you know, this page of the 19 August '19 presentation were prepared for purposes of 20 inclusion in the August of '19 presentation or had they 21 been prepared at some prior time period and just dropped 22 in here? 23 A. Uh, I don't recall. Right. I don't recall. 24 Q. Do you have an understanding as to what point in 25 time in 2017 the, uh, rating for 2017 would apply to?</p> <p style="text-align: center;">193</p>	<p>1 actually. So it's not indented. 2 Do you see -- do you see the title there? 3 A. Yeah. Identify. 4 Q. Yes. I'll just direct your attention under the 5 security categories. 6 A. Yeah. 7 Q. The second category, "Secure Software 8 Development Lifecycle," do you see that? 9 A. Yes. 10 Q. And there's a statement, "Objective: Employees 11 are aware of an" -- maybe and -- "utilize a secure 12 software development lifecycle in their day to day 13 activities." Do you see that? 14 A. Yes. 15 Q. There's a NIST maturity rating of two assigned 16 to that. 17 A. Uh-huh. 18 Q. Do you see that? And you can look at the 19 previous page where there's a description of what a two 20 means for the NIST maturity level. It states on 1505, 2 21 means "The organization has a consistent overall 22 approach to meeting the security control objectives, but 23 it is still mostly reactive and undocumented. The 24 organization does not routinely measure or enforce 25 policy compliance."</p> <p style="text-align: center;">195</p>
<p>1 Would it be January, December, June, some other time? 2 MR. TURNER: Objection to form. 3 A. Uh, I -- I don't recall what the date of those 4 were the -- or how often, whether these were updated 5 every -- when these were updated. I'd have to look back 6 to see when they were updated. 7 Q. Do you recall when the scorecard for 2017 would 8 have been created? 9 A. No. 10 MR. TURNER: Sorry, objection. Scorecard 11 for 2017? Now, this deck -- considerably this was the 12 first scorecard. So are you talking about this 13 scorecard or (pointing) ...? 14 Q. Yeah, the -- the subscores for 2017, when were 15 they created? 16 MR. TURNER: Object to form. 17 A. Yeah, uh, I don't recall whether -- where those 18 scores came from, whether they were generated when we 19 generated this document or whether they were generated, 20 uh, prior to. 21 Q. Would it be the same story for 2018? 22 A. Yes. 23 Q. I'll direct your attention to, uh, slide 1506. 24 And the title of the slide I think should be Identify. 25 It says, "IDENTIFY," uh, but it is at the left line,</p> <p style="text-align: center;">194</p>	<p>1 Did I read that part correctly? 2 A. You read that correct. And that's a standard 3 definition for the CSF levels. 4 Q. And does that NIST maturity level of 2 5 correspond to your understanding of the status maturity 6 level with respect to Secure Software Development 7 Lifecycle at SolarWinds as of August, 2019? 8 A. So the -- the words on the categorizations don't 9 necessarily make sense in each one of the -- of the, uh, 10 each one of these categories. The words are very 11 generic in nature. So if I would say that a two is -- 12 you're pretty good. You're -- you're getting -- yeah, 13 you -- you not only, uh, have a process, you have a 14 process that's being followed. Are you everywhere? Are 15 you a green three? No, you're -- you're a two. 16 So I would not consider these fixed 17 audible language that's associated with each one of 18 these items, more of a maturity level associated with 19 each one of these. And again, NIST CSF, as defined by 20 NIST, is a way to measure your -- your, uh -- measure 21 your maturity and then improve your maturity over time. 22 That's the purpose. So you're trying to put very fixed 23 definitions which don't -- are simply sample definitions 24 from the NIST CSF. 25 Q. Did you determine that the NIST maturity level</p> <p style="text-align: center;">196</p>

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<p>1 should be two for "Secure Software Development 2 Lifecycle" for this presentation? 3 A. So the security level of two would say that, 4 uh -- let's see, do we have any notes? 5 Q. And, Mr. Brown, I'm just asking what was your 6 personal involvement in deciding on the number for 7 purposes of this question? 8 A. Uh, so, you know, essentially what we would do 9 is a subjective measure to look at this. So, uh, if I 10 recall correctly, Rani, myself, and Kellie would, uh, be 11 in a room together and we would be reviewing each one of 12 these and we would say, Where are we on our programs? 13 How far along are we with our programs? So less 14 scientific model to be able to do ratings. 15 Once we got to a high level, did something 16 change that would make it lower? Or if we were at a low 17 level, we would have programs in place to move that 18 level up. If those programs were being complete, we 19 would move that maturity level up. 20 Q. So as of August '19 what was your understanding 21 as to what needed to be done to bring the level of 2 22 upward? 23 A. Okay. So in for "Secure Software Development 24 Lifecycle," again not what's referred to in the security 25 statement, but Steven's program that he started in 2018</p> <p style="text-align: center;">197</p>	<p>1 Q. I will direct your attention back to the 2 objective in the -- 3 A. Yeah. 4 Q. -- "Secure Software Development Lifecycle" 5 section. And it just states, "Employees are aware of an 6 utilize a security software development lifecycle in 7 their day to day activities." Do you have any basis to 8 conclude whether that is referring specifically to Mr. 9 Colquitt's initiative or to a Secure Software 10 Development Lifecycle meant more generally? 11 A. So I think the word objective is -- so this 12 is -- these are statements. "Employees are aware of" 13 a -- aware of "an utilize a secure software development 14 lifecycle in their day to day activities." So that's 15 saying that's not necessarily the objective, right? 16 That's a fact. That's a status. If you 17 look at the one above (pointing), "Internally and 18 externally facing assets are identified and actively 19 managed," uh, "Open source code is" used and -- "scanned 20 and remediated as needed." So those are statements of 21 status versus statements of future objective. 22 Q. You can refer to the security statement if you 23 need to. I'm just going to read -- 24 A. Yeah. 25 Q. -- a section of the security statement that I</p> <p style="text-align: center;">199</p>
<p>1 to educate everybody across the company to have 2 consistent models, uh, was, did it get to consistency 3 everywhere? Did we just acquire a couple companies? 4 Which we did at this point in time that we would need to 5 train. So hence, a two is probably appropriate for this 6 timeframe. 7 Q. And so we're looking at August, 2019 as the date 8 of this document? 9 A. Yeah. 10 Q. I believe you testified Mr. Colquitt's 11 initiative started around January of 2018. 12 A. Correct. 13 Q. So why are you still at a 2 in August '19 if 14 that initiative had started in January of '18? 15 A. Because we've implemented new technology under 16 that program. So we've, uh, acquired a product called 17 Checkmarx that we expect to be run on every program, 18 every product. We've acquired a product called 19 Whitesource that does OpenSource scanning. So we expect 20 that to be deployed everywhere. 21 We've acquired companies that may or may 22 not have that same level of maturity. So hence, a two 23 is an appropriate. It's not at the level three of 24 perfect. We still have programs to be run inside of 25 software development lifecycle.</p> <p style="text-align: center;">198</p>	<p>1 wanted to ask about. And there's a statement under 2 software development lifecycle in the security statement 3 that states, "Our secure development lifecycle follows 4 standard security practices including vulnerability 5 testing, regression testing, penetration testing, and 6 product security assessments." 7 A. Yes. 8 Q. Can you -- is there a way to tell from looking 9 at this objective under Identify on Bates 1506 whether 10 it's talking about a secure development lifecycle in the 11 sense it's meant in the security statement as opposed to 12 Mr. Colquitt's initiative? 13 MR. TURNER: Objection to form. 14 A. So with the words on this -- this thing there, 15 you can't determine linkage between the two, uh, but 16 still a two means that people are -- are utilizing. The 17 statement says, "Employees are aware of an utilize a 18 secure software development lifecycle in their day to 19 day activities." 20 THE REPORTER: I can't hear you. 21 THE WITNESS: Oh, sorry. 22 THE REPORTER: Are aware of utilizing ... 23 THE WITNESS: Yeah, sorry. 24 A. Inside of that -- inside of the objective, 25 there's a statement that says, "Employees are</p> <p style="text-align: center;">200</p>

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<p>1 aware" -- aware "of an utilize a secure software 2 development lifecycle in their day to day activities." 3 Q. I'll direct you to the next slide with Bates 4 1507 marked "PROTECT" at the top. 5 A. Yes. 6 Q. And first I'm going to direct your attention to 7 the, uh, "Highlights" section with some sub-bullets 8 underneath. And I'd like to ask you to familiarize 9 yourself with the slides if you need to and let me know 10 when you're ready. 11 A. (Reading) Yes. 12 Q. Who prepared these bullets? 13 A. So again, the -- the deck was prepared by 14 myself, Rani Johnson, Kellie Pierce. I don't know who 15 wrote the actual bullets. 16 Q. Fair to say you didn't raise any objection to 17 any of the content in this slide before it was included 18 in the deck? 19 MR. TURNER: Object to form. 20 A. So I can't say that -- so it (reading) -- the -- 21 the most important part of the -- the deck is the scores 22 here. "Highlights" are simply highlights of, you know, 23 potentially where we are. 24 Q. Would you have been in a meeting with Ms. 25 Johnson and Ms. Pierce where you would go over the</p> <p style="text-align: center;">201</p>	<p>1 Q. Do you have any reason to believe that statement 2 is inaccurate? 3 MR. TURNER: Object to form. 4 A. I don't have enough detail to say whether as 5 written that broadly is accurate or how broadly that was 6 or how big of a risk that was. That single statement 7 just could be a example of an outlier that happened 8 during this -- during this cycle that somebody decided 9 to put in here as a highlight. So I don't know if this 10 document was a final or whether -- whether it was a 11 review document. 12 What I can say is that we had processes in 13 place to grant people access to systems in an 14 appropriate way. It was a defined process. That 15 process was audited. 16 It wasn't a hundred percent perfect. An 17 audit may show something that somebody had access that 18 shouldn't have been there. The process, uh, corrected 19 itself and we had a process flow to -- to change that. 20 So, uh, that statement as written I don't agree with. 21 Q. If you don't agree with the statement, why did 22 you participate in a meeting and then not raise an 23 objection before it goes into the slide deck? 24 A. The second part of the statement, "Need to 25 improve internal processes and procedures," yes, we were</p> <p style="text-align: center;">203</p>
<p>1 content of the slide, including the highlights and the 2 security categories and the objectives and the scores? 3 A. Yeah, once again, that -- the slide was meant as 4 a conversation inside of a presentation. So are all of 5 the words on this audited and absolutely correct or the 6 correct verbiage being here? 7 Q. Okay. I'm not asking about opinions on verbiage 8 in this question. All I'm asking is, were you in a 9 meeting with Ms. Johnson and Ms. Pierce where you would 10 go over the content of the slide, including the 11 highlights, the security categories, the objectives, and 12 the scores before it was included in the deck? 13 A. We would review and create the document 14 together. 15 Q. And I'll direct your attention to the 16 "Highlights" section. And the first bullet in the 17 "Highlights" section says, "Access and privilege to 18 critical systems/data is inappropriate. Need to improve 19 internal processes/procedures." 20 What is the basis for that statement? 21 MR. TURNER: Object to form. 22 THE REPORTER: I'm sorry? 23 MR. TURNER: Object to form. 24 A. I don't recall that specific statement or what 25 it was in reference to.</p> <p style="text-align: center;">202</p>	<p>1 not automated in our processes to onboard people. So 2 they were more error prone. Again, the document is a 3 presentation document. 4 It's not an audit. It's not a finding. 5 It's simply a statement within a document. 6 Q. So as you sit here, do you know what critical 7 systems/data are being referred to in that bullet? 8 A. Not at all. 9 Q. Do you know what access and privilege are being 10 referred to? 11 A. Not at all. 12 Q. Do you know what processes or procedures are 13 being referred to? 14 A. Yes. 15 Q. What processes and procedures are being referred 16 to? 17 A. That we had a very -- a -- we had a manual 18 process to onboard people called SARF. 19 THE REPORTER: I'm sorry? 20 THE WITNESS: SARF. Sorry. 21 A. We had a manual process to onboard and give 22 appropriate access rights to people called S-A-R-F. And 23 what that process was, was a process where somebody 24 joined a company, went to HR. HR would send an email to 25 IT with an appropriate rule and then those rules would</p> <p style="text-align: center;">204</p>

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<p>1 say onboard this person in this way. Then if they 2 needed additional privileges, they went through another 3 process to be able to be granted additional privileges. 4 All of that was audited. All of that was 5 as background. All of that has plenty of proof that we 6 went through those processes to grant people appropriate 7 privilege. 8 Q. Directing your attention down to the, uh, 9 security categories -- 10 A. Yes. 11 THE REPORTER: (Coughing) 12 MR. TURNER: Do you need some water? 13 THE REPORTER: (Coughing) Sorry. 14 MR. TODOR: No, take your time. 15 THE WITNESS: Water break now? 16 MR. TODOR: Just let us know when you're 17 ready, ma'am, please. 18 THE REPORTER: (Coughing) I think I'm 19 okay. 20 MR. BRUCKMANN: Why don't we go off the 21 record for about 15 minutes. 22 THE REPORTER: Yeah, it's okay. 23 MR. TURNER: Are you sure? 24 MR. TODOR: We can take a break, ma'am. 25 MR. TURNER: Yes.</p> <p style="text-align: center;">205</p>	<p>1 us. Email protection was under the IT team. 2 "Authentication, Authorization, and Identity Management" 3 was, uh, primarily through active directory or 4 conditional access which were run by the IT team. 5 Q. What, if any, involvement did the Infosec group 6 have with respect to the "Authentication, Authorization 7 and Identity Management" category? 8 A. So the security team again from a monitoring 9 perspective, we monitored information about people 10 authenticating to assets. We did not run active 11 directory or run the processes for on-boarding and 12 off-boarding employees or run the processes for granting 13 privileged access through Thycotk. Uh, that was the IT 14 group that ran those processes. 15 Q. And -- and I'll direct your attention to the 16 "Objective" description next to "Authentication, 17 Authorization and Identity Management." It reads, "User 18 identity, authentication and authorization are in place 19 and actively monitored across the company." What, if 20 any, role did you have in coming up with the language 21 for the "Objective"? 22 A. Uh, I don't recall who came up with that exact 23 language. 24 Q. Would -- would all of these objectives be part 25 of the meetings you were discussing between Ms. Johnson,</p> <p style="text-align: center;">207</p>
<p>1 MR. TODOR: Why don't we take -- take a 2 break, counsel? 3 MR. TURNER: Sure. 4 THE VIDEOGRAPHER: Going off the record, 5 the time is 4:49. 6 (Short recess) 7 THE VIDEOGRAPHER: Back on the record. 8 The time is 5:01. 9 Q. (By Mr. Todor) Welcome back, Mr. Brown. 10 A. Thank you. 11 Q. Before our break, we were discussing, uh, the 12 slide with Bates 1507. Are you on that slide currently? 13 A. Yes. 14 Q. And I'll direct your attention to the "Security 15 Category" listing and ask you which, if any, of these 16 would fall within the responsibility of the Infosec 17 group that you were the head of. 18 A. Uh, "Endpoint Protection and Encryption" is one 19 that, uh -- well, so Endpoint protection, not encryption 20 would fall within the security group. That would be our 21 Symantec antivirus. Encryption would actually be 22 Microsoft encryption installed on the desktop that was 23 IT. 24 "Data Leakage Protection," uh, that was 25 Netskope that my team ran. So that would fall under</p> <p style="text-align: center;">206</p>	<p>1 Ms. Pierce, and yourself? 2 A. Correct. 3 Q. Directing your attention to the "NIST Maturity 4 Level" for "Authentication, Authorization and Identity 5 Management," it has a NIST maturity level of one. What 6 is your understanding as to why the level was one in 7 this slide? 8 A. So we had again manual processes for on-boarding 9 employees and giving them rights to certain, uh, certain 10 systems or certain applications. And that process 11 worked, uh, but we had not automated that process with a 12 tool. We were going through and, uh, consolidating -- 13 we still had a Google directory service and a Azure 14 directory service. We were consolidating to Azure. We 15 were, uh, rolling out conditional access to many 16 different applications. 17 At this point in time I believe we had 18 Office 365 implemented, and that would give us 19 SharePoint, but there were many more app applications to 20 get under that umbrella. So a one means that we have, 21 uh, significant projects that we would like to fund in 22 this area. And these projects will take a long time, 23 multiple years, multiple times of investment, multiple 24 ways to mature our identity -- our identity model or our 25 "Authentication, Authorization and Identity Management"</p> <p style="text-align: center;">208</p>

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<p>1 model. So that's what I would believe is the impression 2 here of why a one.</p> <p>3 Q. I'll direct your attention back to the bullets 4 up at the top of the page. I was going to direct your 5 attention to the sixth bullet. It would be the second 6 one up from the first -- the second one up from the 7 bottom.</p> <p>8 A. Yeah.</p> <p>9 Q. There's a statement, "Movement to make Azure AD 10 authoritative source of identity. Plan to enable 11 federation for all critical assets." Do you see that?</p> <p>12 A. Correct.</p> <p>13 Q. Did you believe that statement to be accurate at 14 the time it was made?</p> <p>15 A. Yes.</p> <p>16 MR. TURNER: Object -- objection, form. 17 It's not a statement. It's a truth value in any event, 18 but go ahead.</p> <p>19 A. So that's exactly what I described a moment ago, 20 that movement to make Azure Active Directory the 21 authoritative only source. At that point in time we had 22 Google and Azure. So consolidating those to make Azure 23 our -- our source. And planned to enable federation 24 across critical assets means Next Generation conditional 25 access being across our federated environment. You'll</p> <p style="text-align: center;">209</p>	<p>1 A. So, uh, more movement towards Zero Trust. So 2 modern Zero Trust models so as it states here. Enabling 3 federation means that you can now use more assets to the 4 Cloud. So that would be one. The, uh, the 5 implementation for or consolidation on, uh, the 6 privilege user management solution Thycotk, which we had 7 in place, uh, but more across the -- across the board on 8 that.</p> <p>9 The big one again is moving up from a one 10 means that you have a single source of treatment for 11 identity. You have automated processes that go through 12 and make sure that everybody is given the correct 13 access. You still have audits, uh, but you -- when you 14 automate the processes, you can have less errors within 15 the -- within those processes. So if we do those, it 16 continues to move up.</p> <p>17 Q. If you have the security statement --</p> <p>18 A. Yes.</p> <p>19 Q. -- next to you, I'd like to refer you back to 20 the security statement to page three to the section 21 under "Access Controls" marked "Authentication and 22 Authorization."</p> <p>23 A. Yeah.</p> <p>24 Q. Could you, please, let me know if you're there, 25 sir?</p> <p style="text-align: center;">211</p>
<p>1 often hear that called Zero Trust.</p> <p>2 THE REPORTER: Called what?</p> <p>3 THE WITNESS: Zero Trust.</p> <p>4 Q. What is your understanding of what was meant by 5 critical assets in that bullet?</p> <p>6 A. So in SolarWinds we have mission and business 7 critical assets defined. That's an asset list 8 maintained by the IT department. So critical assets 9 I -- I don't recall the exact number, but critical 10 assets would be those assets that were defined to be 11 mission or business critical assets.</p> <p>12 Q. So when we were looking at the earlier slides 13 with the -- the risk of non-investment -- and you can 14 look at the document if you need to -- but I believe 15 there was a reference to critical assets in that 16 document. Are those the same critical assets that are 17 being referred to here?</p> <p>18 A. I don't believe the words correlate everywhere. 19 So we could be using critical assets in many different 20 contexts.</p> <p>21 Q. What was your understanding as of August 19th of 22 any other needs other than the movement to Azure AD that 23 would be necessary to move the maturity level for 24 authentication, authorization and identity management 25 higher than a one?</p> <p style="text-align: center;">210</p>	<p>1 A. I am there.</p> <p>2 Q. Did you perceive there to be any tension between 3 having a NIST maturity level of 1 as of August, 2019 and 4 this slide deck and your representations in the security 5 statement regarding authentication and authorization?</p> <p>6 A. No, I don't see any conflict in those 7 statements.</p> <p>8 Q. Why not?</p> <p>9 A. Because we have processes in place that required 10 authorized users to be provisioned with unique IDs. 11 They were. SolarWinds' employees are granted a limited 12 set of default position -- permissions to access company 13 resources. They were, such as email in the corporate 14 intranet.</p> <p>15 Employees are granted certain additional 16 resources based on their specific job function. We had 17 separate processes in place that managed additional 18 privileges and had approvals of those additional 19 privileges. "Requests for additional access follow a 20 formal process that involves a request and an approval 21 from a data or system owner," or "manager, or other 22 executives, as defined by our security guidelines." The 23 "Approvals are managed by workflow tools that maintain 24 audit" --</p> <p>25 MR. TURNER: Tim, you've got to slow down</p> <p style="text-align: center;">212</p>

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<p>1 for the court reporter.</p> <p>2 THE WITNESS: I'm sorry.</p> <p>3 THE REPORTER: I can't hear you either,</p> <p>4 I'm sorry.</p> <p>5 THE WITNESS: I'm sorry.</p> <p>6 A. I am just reading each -- that -- that full</p> <p>7 statement and saying that I agree with that full</p> <p>8 statement that's in the access control section of this.</p> <p>9 Q. What would it have taken for you to conclude</p> <p>10 that based on something you learned later, that the</p> <p>11 representations regarding authentication and</p> <p>12 authorization were incorrect?</p> <p>13 A. Uh, that the process didn't exist to onboard</p> <p>14 employees.</p> <p>15 Q. So like the process was -- you know, there was a</p> <p>16 piece of paper that had written down what permissions</p> <p>17 every employee would get and you'd just take a pencil</p> <p>18 and erase and mark down in pencil what the permissions</p> <p>19 for each employee would be? Would that be consistent</p> <p>20 with the statement here that SolarWinds' employees are</p> <p>21 granted a limited set of default permissions to access</p> <p>22 company resources?</p> <p>23 MR. TURNER: Object to form.</p> <p>24 A. So SolarWinds didn't have a piece of paper</p> <p>25 process. It had a very structured process. It had a</p> <p style="text-align: center;">213</p>	<p>1 software?</p> <p>2 A. The formal process doesn't dictate the</p> <p>3 technology that is being utilized underneath to grant</p> <p>4 those roles. The formal process says that I, as the VP</p> <p>5 of Security, I get a new employee. I grant them rights</p> <p>6 to the security tools.</p> <p>7 That process stays the same. What happens</p> <p>8 is a record shows up in Azure Active Directory that says</p> <p>9 Josh Vanhooose has a role of security that gives him</p> <p>10 rights to things. So the underlying technology may</p> <p>11 change, but the statement (pointing) and the process</p> <p>12 stays the same.</p> <p>13 Q. How much change would have been necessary for</p> <p>14 you to decide we should tweak the security statement</p> <p>15 description of the process?</p> <p>16 MR. TURNER: Object to form.</p> <p>17 A. The statements here are very accurate for, most</p> <p>18 likely, any technology company that operates a model</p> <p>19 where people have access to certain systems and not</p> <p>20 certain systems. There would be very little reason to</p> <p>21 update this based on a technology change. So if</p> <p>22 something wasn't possible with these statements which we</p> <p>23 would never have implemented. So, uh, we could have</p> <p>24 changed this as -- and made it more specific, but the</p> <p>25 idea was not to be more specific.</p> <p style="text-align: center;">215</p>
<p>1 process that went through work flows, a process that is</p> <p>2 audited, a process that we have, uh, gobs of evidence</p> <p>3 that shows a process of people getting rights when they</p> <p>4 needed to get rights and removed rights when they needed</p> <p>5 to have rights.</p> <p>6 And this is very, very well documented in</p> <p>7 our help desk system. If we were a company of five</p> <p>8 people, then a paper process would have been sufficient</p> <p>9 to meet this statement. That's why the statements</p> <p>10 themselves are basic statements that could be met in</p> <p>11 many different -- many, many different ways.</p> <p>12 Q. There was a statement in the second, uh,</p> <p>13 paragraph of the security statement in the third</p> <p>14 sentence there, "Requests for additional access follow a</p> <p>15 formal process that involves a request and" approval --</p> <p>16 and "an approval from a data or system owner, manager,</p> <p>17 or other executives, as defined by our security</p> <p>18 guidelines." Do you see that?</p> <p>19 A. Yes.</p> <p>20 Q. Now, is it fair to say that when you're talking</p> <p>21 about this change to Azure AD, there would be a change</p> <p>22 in the formal process that's involved?</p> <p>23 A. No.</p> <p>24 Q. Why are you saying there's no change because</p> <p>25 when you're going to a completely different piece of</p> <p style="text-align: center;">214</p>	<p>1 Q. Other than the change in technology that you</p> <p>2 referred to with Azure, did you -- in this maturity --</p> <p>3 NIST maturity level of one was there any aspect of that</p> <p>4 that dealt with whether people at SolarWinds had too</p> <p>5 many people who had administrative rights?</p> <p>6 MR. TURNER: Object to form.</p> <p>7 A. So administrative rights to systems, databases</p> <p>8 application was controlled by -- by this process.</p> <p>9 Administrative rights to their local desktop, laptop</p> <p>10 were granted, uh, for essentially everyone at this</p> <p>11 stage.</p> <p>12 Q. Why was that?</p> <p>13 A. As -- as an engineering company, it was very</p> <p>14 common practice to have administrator access to your</p> <p>15 device, uh, for people to install a device driver,</p> <p>16 people to install a printer, people to do some level of</p> <p>17 self-management.</p> <p>18 Q. How did you enforce there being a difference</p> <p>19 between admin. rights to your own device as opposed to</p> <p>20 admin. rights in the network?</p> <p>21 A. Yeah, extremely, extremely, extremely different.</p> <p>22 So in order to be admin. rights on your device, it's</p> <p>23 simply that you're on the device and you have access to</p> <p>24 your device and you could install a printer. In order</p> <p>25 to have admin. rights on a application or a server, you</p> <p style="text-align: center;">216</p>

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<p>1 needed to go through an additional approval process that 2 said you needed that to do your job. So, very, very 3 different environments, completely different. 4 Q. So if I had local admin. rights on my laptop, 5 could I install Solitaire on it even if it wasn't 6 provided by the company? 7 A. Yeah. And then we would catch that through our 8 Endpoint Management system as saying that you installed 9 something on your device. 10 Q. Okay. If someone were to install mal-ware on 11 their own device, would they be able to do that on their 12 own device if they had local administrator rights? 13 A. So they could, yes. They could install 14 anything. 15 Q. Okay. And would that pose a security risk for 16 SolarWinds' network? 17 A. So there are a number of safeguards in place 18 against mal-ware. So some of them are Next Generation 19 Firewalls, uh, that were installed across the network. 20 So if you were going to affect the system on SolarWinds' 21 network, you would need to go through the Next 22 Generation Firewall that depending on the mal-ware that 23 was there would be picked up. Symantec antivirus was 24 installed on the device that would pick up that, uh, 25 mal-ware when it was, you know, installed.</p> <p style="text-align: center;">217</p>	<p>1 A. Uh-huh. 2 Q. And familiarize yourself with the paragraph if 3 you need to. I was just going to ask you in that third 4 sentence there is a statement, "Access controls to 5 sensitive data and our databases, systems, and 6 environments are set on a need-to-know/least privilege 7 necessary basis." Is there any tension between there 8 being expansive local administrator rights and there 9 being a need-to-know/least privilege necessary basis 10 policy for access controls to sensitive data in our 11 databases, systems, and environments? 12 A. No, no tension at all. Again, local 13 administrative rights allow you onto the device and to 14 potentially make changes on those devices. To get at 15 sensitive data in our database systems or environments, 16 you need to connect through the network and you need to 17 be able to have the appropriate role to be able to even 18 access those systems. 19 Q. At SolarWinds was there ever a finding as to 20 whether there were too many people with administrator 21 rights in the network setting as opposed to local access 22 on their own devices? 23 MR. TURNER: Object to form. 24 A. A finding in which context? 25 Q. There were too many people who had admin. rights</p> <p style="text-align: center;">219</p>
<p>1 Q. So earlier I think you talked about compensating 2 controls. Did I have that term correct? 3 A. Correct. 4 Q. So if someone has local admin. rights and they 5 install mal-ware on their laptop and would the -- are 6 you talking about the firewall being the compensating 7 control to protect the network against that? 8 A. A firewall is one compensating control. The 9 Endpoint Security is another compensating control that 10 as your position or your department would dictate what 11 piece of the network you had access to. Again, Brad 12 Cline can go into microsegmentation of different models 13 that limit access, but all of those are compensating 14 controls. 15 Q. Isn't that leaning really hard on the -- the 16 firewall to protect the network that people can put 17 anything they want on their own laptop? 18 MR. TURNER: Objection to form. 19 A. It's the job of the firewall. It's how if 20 you -- we install Palo Alto firewalls, which are the top 21 firewall by many accounts, that do a very good job at 22 their -- their job. 23 Q. And I'd like to turn your attention, uh, again 24 to the "Role Based Access" section of the security 25 statement there.</p> <p style="text-align: center;">218</p>	<p>1 on the network as opposed to admin. rights on their own 2 device. 3 A. Uh, the -- I was not directly involved in audits 4 of -- of things. In some of the documents in prep I saw 5 some document that stated that there were too many 6 admin. rights in certain things. I don't recall the 7 details. 8 MR. TURNER: Tim, answer to what you 9 specifically know. 10 THE WITNESS: Yeah. 11 A. So -- so no. 12 Q. Okay. So turning your attention back to when in 13 the -- that 2018 to 2020 -- 14 A. Yep. 15 Q. -- timeframe, would it have been part of your 16 job duties to be involved in a review of who had 17 administrator rights within the network? 18 A. So the IT team did audits and reviews of access 19 reviews. That was not my team's activity. 20 Q. Would you have occasion to review those audits? 21 MR. TURNER: Objection, asked and answered 22 a while back. 23 A. Only -- only in the context of possibly -- 24 not -- I would not review. I may have seen results in a 25 meeting with Rani and her direct report.</p> <p style="text-align: center;">220</p>

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<p>1 Q. Do you recall ever suggesting some action with 2 respect to people having administrative rights on the 3 network as a result of anything you would have seen in 4 that 2018 to 2020 timeframe? 5 A. In the context of Rani's meetings, I -- again, 6 she directed people to fix those things that were out 7 of -- out of scope or out of policy and an audit could 8 have occurred for some reason. I'm aware that things 9 were not perfect, uh, and I'm aware that they were 10 directed to be fixed. My team did not do that direction 11 to be fixed. 12 MR. TURNER: So just listen to the 13 question. The question was, do you ever recall 14 suggesting some action? 15 THE WITNESS: No. Okay. Thank you. 16 Q. Once an action was directed, if any, what, if 17 any, role would your team have played in implementing 18 that action with respect to people having admin. rights 19 on the network? 20 A. No role in the implementation. 21 Q. Who would have had that role? 22 A. The owner of the systems. So, most likely, IT. 23 Q. And in that place would that be Mr. Cline's 24 group? 25 A. Or someone under Rani.</p> <p style="text-align: center;">221</p>	<p>1 the items where you were providing content? 2 A. Yes, similar to -- to the other processes. 3 Q. I'll direct your attention back to Bates 1575. 4 It has the "25" in the lower right of the document. 5 (Pause) Are you there? 6 A. Yes. 7 Q. And is this another, uh, is this another -- this 8 slide's following another scorecard for the NIST 9 controls? 10 A. Yes. 11 Q. And did you follow a similar process for 12 generating the input for these and then for the previous 13 August '19 presentation? 14 A. Yes, correct. 15 Q. Did you come up with new numbers for the scores 16 for each of these quarterly reviews or did you just use 17 the ones from the last one and just update them ever so 18 often? 19 A. If a program had completed or a major 20 advancement had been done or an advancement had been 21 done, we would have updated the score. 22 Q. Was there a fixed schedule on which you'd say, 23 Oh, time to update the score? Or did you just do it 24 when some significant milestone had been accomplished? 25 A. Uh, we would have updated it. Uh, it appears</p> <p style="text-align: center;">223</p>
<p>1 THE WITNESS: Rani, R-a-n-i, Johnson. 2 (Brown Exhibit 15 was marked.) 3 Q. And, Mr. Brown, you've been, uh, presented with 4 what's been marked as Brown Exhibit 15. It has Bates 5 No. SW-SEC00001551. It appears to be a PowerPoint 6 marked "solarwinds" SECURE & -- "SECURITY & COMPLIANCE 7 PROGRAM QUARTERLY" November 15th of 2019. 8 Do you recognize this document, sir? 9 A. (Flipping pages.) (Reading) (Pause) Yes. 10 Q. And this is another in the series of "Security & 11 Compliance Program" quarterlies, uh, similar to the 12 August one? 13 A. Uh, yes, it looks like it's four months or -- 14 four months later or three months later. 15 Q. August to November I'm guessing is three months. 16 Does that sound correct? 17 THE REPORTER: I'm sorry? 18 Q. August to November would be three months? 19 A. Three, yes. 20 Q. Was your role in the process for preparing this 21 document similar to that for the August '19 document 22 that we just discussed? 23 A. Yes, correct. 24 Q. And, uh, did you similarly have meetings with 25 Ms. Johnson and Ms. Pierce to discuss the content for</p> <p style="text-align: center;">222</p>	<p>1 these are happening quarterly (pointing) at this point 2 in time. So when we looked at them for quarterly, uh, 3 there's a number of updates (pointing) in the document 4 about programs. 5 Q. Uh-huh. 6 A. So that would have -- could have spurred a 7 completion of a program that could change a score. 8 Q. So if there was a completion of a program, could 9 you walk me through the process where the -- that new 10 information would be factored into the score? 11 A. Uh, there wasn't a defined fixed process as, uh, 12 Kellie ran a lot of the programs for the IT group and 13 for security. So that's one of the reasons she was 14 there. If we had said -- I don't know -- we'd have to 15 look here to see what. 16 There's program status on each one of 17 these. So if a program had been completed, that would 18 lead into saying, yep, we have completed something; 19 therefore, a program, uh -- a score could get updated. 20 But it wasn't a formal process that was followed all the 21 time. 22 Q. I'll just direct your attention to the -- the 23 next slide after that with Identify with Bates 1577. 24 A. Yes. 25 Q. It looks like you've got the same numbers there</p> <p style="text-align: center;">224</p>

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<p>1 A. Yeah.</p> <p>2 Q. Do you know what that's talking about?</p> <p>3 A. No.</p> <p>4 Q. And based on your experience, was there a plan</p> <p>5 in progress to address an issue with ITSM G-Suite</p> <p>6 potentially externally exposing financial data at</p> <p>7 SolarWinds in November, 2019?</p> <p>8 A. Again, the only thing I know is that, uh, we had</p> <p>9 programs to be able to move from Google -- away from</p> <p>10 Google to Azure as our central source of truth, but I</p> <p>11 don't know if that has anything to do with this. So</p> <p>12 I -- I don't have context.</p> <p>13 Q. Do you have any idea from a technical</p> <p>14 perspective as to why ITSM G-Suite it was believed that</p> <p>15 it could potentially externally expose financial data?</p> <p>16 A. No.</p> <p>17 Q. Turning to the third bullet, it states, "Pushing</p> <p>18 forward with AD authentication guidelines for mission</p> <p>19 critical systems." Do you see that?</p> <p>20 A. Yes.</p> <p>21 Q. What's your understanding of that issue as of</p> <p>22 November, 2019?</p> <p>23 A. Again, six years ago, I don't have the context.</p> <p>24 Q. Do you have an understanding as to what the AD</p> <p>25 authentication guidelines that are being referred to</p> <p style="text-align: center;">229</p>	<p>1 Q. Do you know whether SOx -- SOx, is that</p> <p>2 referring to Sarbanes-Oxley?</p> <p>3 A. Correct.</p> <p>4 Q. Were you involved in Sarbanes-Oxley-related</p> <p>5 compliance issues as they related to security training</p> <p>6 at SolarWinds?</p> <p>7 A. I don't understand your question.</p> <p>8 Q. You said that, uh, you don't think SOx has a</p> <p>9 requirement for training. What was your basis for that</p> <p>10 statement?</p> <p>11 A. From the document that you show, uh, I believe X</p> <p>12 and X means that it was a requirement for those -- those</p> <p>13 ISO and SOC2. I know that ISO and SOC2 require</p> <p>14 training. I don't know if SOx requires training.</p> <p>15 Q. So you don't know whether the blank spaces here</p> <p>16 refer to items that weren't required to be done at all</p> <p>17 or if they're just deficiencies that weren't yet</p> <p>18 resolved. Is that correct?</p> <p>19 A. I do not know.</p> <p>20 Q. I'll turn your attention to the Bates 1560 in</p> <p>21 the document.</p> <p>22 A. (Flipping pages.)</p> <p>23 Q. It's marked "Important Highlights" at the top</p> <p>24 and then it has a blue bar "SECURITY" at the top of the</p> <p>25 page.</p> <p style="text-align: center;">231</p>
<p>1 here are?</p> <p>2 A. Uh, no, I don't.</p> <p>3 Q. So I'll turn your attention to the next slide in</p> <p>4 the deck with Bates 1553, please.</p> <p>5 A. Yes.</p> <p>6 Q. It's a slide marked "Compliance Themes, Resolved</p> <p>7 SOC 2 Deficiencies." Do you see that?</p> <p>8 A. Yes.</p> <p>9 Q. I'll direct your attention to the third item</p> <p>10 there, "Annual Security Training & Attestation." It</p> <p>11 looks like the "Description" has two items. One is</p> <p>12 "Security training for all new hires and employees is a</p> <p>13 requirement." And second is "Leveraging Audit Board for</p> <p>14 training content and track training participation/</p> <p>15 attendance" bearing "(\$0 cost)."</p> <p>16 Do you have an understanding as to what</p> <p>17 this issue was referring to?</p> <p>18 A. I don't believe it's an issue. I believe it's a</p> <p>19 checkmark that indicates that it's complete.</p> <p>20 Q. Do you have an understanding as to why there's</p> <p>21 no X in the box for SOx, for that one, but there is a</p> <p>22 box -- an X for ISO and SOC2?</p> <p>23 A. Uh, my (reading) -- ISO and SOC2 have the</p> <p>24 requirement for training. I don't believe SOx has a</p> <p>25 requirement for training.</p> <p style="text-align: center;">230</p>	<p>1 A. (Reading)</p> <p>2 Q. Are you there, sir?</p> <p>3 A. I am there.</p> <p>4 Q. Was your involvement in the generation of</p> <p>5 content for this similar to what it was for the previous</p> <p>6 quarterly review?</p> <p>7 A. So these are appendix slides I believe from the</p> <p>8 original document, uh, if I'm correct. Or is there a</p> <p>9 new document that started? It's after the "THANK YOU!"</p> <p>10 slide. So this is a set of -- of programs that are</p> <p>11 going on with IT, uh, sometimes security, but these are</p> <p>12 all the -- on this slide it lists engineering through IT</p> <p>13 is the teams that are supported. So, uh, those would be</p> <p>14 different teams associated with this than me.</p> <p>15 Q. And as you sit here, do you have any reason to</p> <p>16 believe that any of the identification of the</p> <p>17 initiatives, descriptions, or status were inaccurate?</p> <p>18 MR. TURNER: Objection to foundation.</p> <p>19 A. I have no idea if they're accurate or</p> <p>20 inaccurate.</p> <p>21 (brown Exhibit 16 was marked.)</p> <p>22 Q. Mr. Brown, you've been marked -- presented with</p> <p>23 a document marked as Brown Exhibit 16. It has the Bates</p> <p>24 No. SW-SEC00001608. It appears to be a PowerPoint</p> <p>25 marked "solarwinds Q1 2020 QUARTERLY RISK REVIEW" dated</p> <p style="text-align: center;">232</p>

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<p>1 March 3rd, 2020.</p> <p>2 Would you, please, let me know if you</p> <p>3 recognize this document?</p> <p>4 A. Yes.</p> <p>5 Q. What, if any, role did you play in preparation</p> <p>6 of the quarterly risk reviews?</p> <p>7 A. So same as previously answered. Do -- do I need</p> <p>8 to say it again?</p> <p>9 Q. Uh, I guess my question would be -- all right.</p> <p>10 So the previous document was called "Security &</p> <p>11 Compliance Program Quarterly Overview." This document</p> <p>12 is called Quarterly Risk Review. Is there a difference</p> <p>13 in, uh, the process that would go into the security</p> <p>14 compliance portion of the Quarterly Risk Review as</p> <p>15 opposed to the Security & Compliance Program Overview?</p> <p>16 So for example, Quarterly Risk Review,</p> <p>17 front page, it says, "SECURITY & COMPLIANCE PROGRAM</p> <p>18 OFFICE ... +LEGAL+FINANCE." So my question is, for the</p> <p>19 portion of it that is Security & Compliance Program</p> <p>20 Office, was your role --</p> <p>21 A. The same.</p> <p>22 Q. -- similar to that one than it was for the</p> <p>23 previous document that was called Security & Compliance</p> <p>24 Program Quarterly Overview?</p> <p>25 A. Yes, you're correct.</p> <p style="text-align: center;">233</p>	<p>1 scorecard similar to that for the scorecards in the</p> <p>2 November '19 and August '19 documents that we looked at</p> <p>3 previously?</p> <p>4 A. Yes. Correct.</p> <p>5 Q. And in looking at the chart, it looks like there</p> <p>6 is a new, uh, column there for "2020 Target." How was</p> <p>7 that set?</p> <p>8 A. So this was in March of 2020. So our target is</p> <p>9 to get to an improvement level for each one of these</p> <p>10 scores by the end of 2020.</p> <p>11 Q. In looking at the -- the columns here, uh, for</p> <p>12 2020, you've got, for example, Identify there's a 3.3</p> <p>13 with an up arrow. What does the up arrow mean?</p> <p>14 A. Up arrow would indicate that the score was going</p> <p>15 up.</p> <p>16 Q. Is that a target for where you want to be at the</p> <p>17 end of the year or an indication of where you felt you</p> <p>18 were at that point in time?</p> <p>19 A. That is a target.</p> <p>20 Q. Was it a target for the end of the year?</p> <p>21 A. Yes.</p> <p>22 Q. I'll turn your attention to the "Key Risks"</p> <p>23 column. How were those bullets drafted?</p> <p>24 A. Uh, I expect it would be the same process as</p> <p>25 before as we were pulling these together in a room with,</p> <p style="text-align: center;">235</p>
<p>1 Q. Okay. Turning your attention to the second page</p> <p>2 of the item, a document marked "Agenda," and the first</p> <p>3 section is marked "Security," and then it has three</p> <p>4 bullet points. You see that?</p> <p>5 A. Yes.</p> <p>6 Q. Who determined the agenda?</p> <p>7 A. Many of these are outside of my control. So I</p> <p>8 would say that Rani built the agenda.</p> <p>9 Q. Okay. Turning your attention to the third page</p> <p>10 of the document marked "Security" --</p> <p>11 A. Uh-huh.</p> <p>12 Q. -- there were -- there are three bullets there,</p> <p>13 uh, "Risk Scorecard & 2020 Target Tactics; Incident</p> <p>14 Response Status Report & Process Improvements;" and</p> <p>15 "Security & Compliance Improvement Plans ..." Do you</p> <p>16 see that?</p> <p>17 A. Yes.</p> <p>18 Q. Did your -- did you provide input in all three</p> <p>19 of those?</p> <p>20 A. Uh, yes.</p> <p>21 Q. Turning your attention to the next page of the</p> <p>22 document, uh, marked with Bates 1611, the title is</p> <p>23 "SolarWinds Scorecard, NIST Maturity Level."</p> <p>24 A. Yes.</p> <p>25 Q. Okay. Was your role in preparation of this</p> <p style="text-align: center;">234</p>	<p>1 uh, Kellie and Rani. Kellie probably kept notes and</p> <p>2 highlighted the risks that she heard everybody talk</p> <p>3 about.</p> <p>4 Q. And were you aware of the language that was</p> <p>5 going into this "Key Risks" column at the time --</p> <p>6 A. No.</p> <p>7 Q. -- it was being formulated?</p> <p>8 A. Yeah, so I'm not aware of how the exact language</p> <p>9 came out. Simply that we had a target to improve and</p> <p>10 the, uh, "Key Improvements" to -- that would reach us to</p> <p>11 those higher scores.</p> <p>12 Q. Turning your attention to "Identify" under "Key</p> <p>13 Improvements," it has two bullets. One is "Increase SDL</p> <p>14 adoption." The second is "Expand product</p> <p>15 certifications."</p> <p>16 Do you see that?</p> <p>17 A. Yes.</p> <p>18 Q. Are those improvements that are anticipated</p> <p>19 you'll need to do in order to reach your 2020 target?</p> <p>20 A. I don't know if those are the only improvements</p> <p>21 or a full list of improvements that we need to do. They</p> <p>22 are key improvements, examples I guess of improvements</p> <p>23 that could help us along that path.</p> <p>24 Q. Are they meant to describe prospective</p> <p>25 improvements or retrospective?</p> <p style="text-align: center;">236</p>

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<p>1 MR. TURNER: Do you understand the 2 question, Tim? Are these improvements that had already 3 been made or are these improvements that were planned? 4 A. Key improvements for the future, I believe. 5 Q. Okay. Turning your attention to the second line 6 for "Protect," uh, there's a key risk identified of 7 "Significant deficiencies in user access management." 8 Do you see that? 9 A. Yes. 10 Q. Why is that language there? 11 A. Uh, again, I don't have enough context with one 12 bullet. 13 Q. Were you in a meeting when it was decided what 14 the content in this slide would be? 15 A. Uh, I assume that we did, but I cannot recollect 16 that from '20 -- whatever this was, 2020. 17 Q. Did you raise any objection to this slide 18 saying, "Significant deficiencies in user access 19 management"? 20 MR. TURNER: Object to form. 21 A. Again, the content was for a presentation, uh, 22 and to talk through that presentation. We were -- this 23 isn't a finding. This is simply a statement. So I 24 don't know what significant deficiencies is referred to. 25 Q. And I just want to make sure our question and</p> <p style="text-align: center;">237</p>	<p>1 critical systems" would be the item that is being looked 2 at to move from the 3.2 to the 3.3? 3 A. Again, I don't recall the meeting. I don't 4 recall the details. Again, it's a point one 5 improvement. So it's not saying that we didn't have "AD 6 Authentication for critical systems." It's saying that 7 there's an area of improvement of a point one. 8 Q. Do you have an understanding as to what the 9 improvement in the "AD Authentication for critical 10 systems" that is being referred to in this slide would 11 be? 12 A. No. 13 Q. Under Detect there's a key risk identified as 14 "Inconsistent security scanning." Do you see that? 15 A. Yes. 16 Q. What is your understanding as to why that was 17 identified as a key risk? 18 A. Uh, back again, I don't recall the details of 19 this, but it's saying that we're staying from a 3.4 to a 20 3.4. So we're not doing any major improvements planned. 21 Q. The "Key Improvements" column says, "Expand and 22 standardize VAT, Pen OpenSource, and code analysis." 23 Do you see that? 24 A. Yes. 25 Q. What does VAT mean in this context?</p> <p style="text-align: center;">239</p>
<p>1 answer are meeting. I asked, did you raise any 2 objection to this slide saying "Significant deficiencies 3 in user access management"? Your answer went through 4 "... I don't know what significant deficiencies is 5 referred to." 6 I just want to make sure is it fair to say 7 that you did not raise an objection to the language on 8 this slide prior to this meeting? 9 MR. TURNER: Objection to form. 10 A. It's fair to say that I don't recall this 11 meeting. And whether I did or did not raise an 12 objection, I'd be guessing again. 13 Q. I'm turning your attention to the "Key 14 Improvements" column to the statement "AD Authentication 15 for critical systems." Is it consistent with your 16 understanding that as of March 3rd, 2020, that AD 17 Authentication for critical systems was an effort that 18 was ongoing in the future in pursuit of increasing the 19 maturity level to the target levels stated in this 20 slide? 21 A. So in this slide it states we're going a 3.2, 22 which is very good, to a 3.3, which is very good plus a 23 little bit. So it's not a major improvement that we're 24 looking at. It is a point one improvement. 25 Q. Is your understanding the "AD Authentication for</p> <p style="text-align: center;">238</p>	<p>1 A. I don't know. 2 Q. What does Pen OpenSource mean in this context? 3 A. Uh, again, I don't know. 4 Q. What does code analysis mean in this context? 5 A. Uh, code analysis could be Checkmarx, 6 Whitesource. It could -- could be implementing tools 7 across the platform. But again, we're staying 8 consistent from a 3.4 to a 3.4. 9 Q. I'll direct your attention to the next slide 10 marked "2020 YTD Security Incident Summary," please. 11 A. Uh-huh. 12 Q. And what, if any, involvement did you have in 13 preparation of the content for this slide? 14 A. So this content was devised -- derived from our 15 incident response process, one of the subteams under 16 Eric Quitugua. 17 THE REPORTER: I'm sorry? 18 THE WITNESS: Eric -- under Eric Quitugua. 19 A. So in -- in our context an incident is a 20 vulnerability within our products that was reported by 21 someone and managed through the process. That's part of 22 the incident response process. So this slide is a 23 export from our incident response system that tracked -- 24 tracked incidents for each different products. 25 Q. Why were you reporting to senior management on</p> <p style="text-align: center;">240</p>

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<p>1 MR. TURNER: Thank you.</p> <p>2 Q. I'll direct your attention to -- under "Customer</p> <p>3 Support" for "Protect" there's a bullet that says,</p> <p>4 "Remediate access management risks." What's that</p> <p>5 referring to?</p> <p>6 A. Uh, I don't have enough context to answer that.</p> <p>7 Q. Under "Compliance" for "DevOps IT," there's a</p> <p>8 bullet that says, "Security Awareness Training." What</p> <p>9 is that referring to?</p> <p>10 A. Uh, again, we had security awareness training.</p> <p>11 I'm not sure what that expanded training. It's</p> <p>12 referring to some level of expanded training.</p> <p>13 Q. Why do you believe it's referring to expanded</p> <p>14 training?</p> <p>15 A. Because I know that we had on-boarding training.</p> <p>16 I went through it in 2017 and I know that slides were</p> <p>17 created in additional years for on-boarding training.</p> <p>18 MR. TODOR: Now's a good time for a break.</p> <p>19 MR. TURNER: Thank you.</p> <p>20 THE VIDEOGRAPHER: Going off the record,</p> <p>21 the time is 6:08.</p> <p>22 (Short recess)</p> <p>23 (Whereupon, Mr. Berkowitz left.)</p> <p>24 THE VIDEOGRAPHER: Back on the record.</p> <p>25 The time is 6:29.</p> <p style="text-align: center;">245</p>	<p>1 Q. And to your knowledge, is this statement</p> <p>2 accurate?</p> <p>3 MR. TURNER: Objection to form.</p> <p>4 A. Uh, yes.</p> <p>5 Q. Directing your attention to the "Key Risks," it</p> <p>6 appears -- and you can look at the Q1 2020 --</p> <p>7 A. Right.</p> <p>8 Q. -- document if you need to. It appears that the</p> <p>9 key risks that are identified are the same as in the Q1</p> <p>10 2020 document; is that correct?</p> <p>11 A. That is correct.</p> <p>12 Q. To your knowledge are these referring to</p> <p>13 anything different than what was being referred to in</p> <p>14 the Q1 2020 document?</p> <p>15 A. Uh, no, the same -- same as the Q1 2020.</p> <p>16 Q. And again, you can look at the Q1 2020 for</p> <p>17 comparison. There are -- there's what's in the right</p> <p>18 column is now called a -- looks the second half of 2020</p> <p>19 Improvement Plan and there are some bullet points. Are</p> <p>20 those bullet points essentially the same issues as what</p> <p>21 were being referred to in the first quarter of 2020</p> <p>22 document that we looked at before the break?</p> <p>23 MR. TURNER: Take your time to look at the</p> <p>24 document.</p> <p>25 A. There -- there is wording differences, uh,</p> <p style="text-align: center;">247</p>
<p>1 Q. (By Mr. Todor) Welcome back, Mr. Brown.</p> <p>2 A. Thank you.</p> <p>3 (Brown Exhibit 17 was marked.)</p> <p>4 Q. You've been presented a document marked Brown</p> <p>5 Exhibit 17. It has Bates No. SW-SEC00001582. It</p> <p>6 appears to be a PowerPoint marked "solarwinds Q4 2020</p> <p>7 Quarterly Risk Review" dated October 27, 2020. Do you</p> <p>8 recognize this document, sir?</p> <p>9 A. (Flipping pages.) Yes, I do.</p> <p>10 Q. And was your role in the preparation of this</p> <p>11 document similar to that for the Q1 2020 document that</p> <p>12 we looked at before the break?</p> <p>13 A. Yes.</p> <p>14 Q. I'll direct your attention to the page with</p> <p>15 Bates 1587 which is marked as "SolarWinds Scorecard."</p> <p>16 And please familiarize yourself if you need to.</p> <p>17 A. Yes.</p> <p>18 Q. Was your role in the preparation of this</p> <p>19 scorecard similar to that for the Q1 2020 document we</p> <p>20 looked at before the break?</p> <p>21 A. Yes.</p> <p>22 Q. There's a statement at the top, "Steady progress</p> <p>23 in 1H. On track for overall improvement in 2020." Does</p> <p>24 1H refer to the first half of 2020?</p> <p>25 A. Yes.</p> <p style="text-align: center;">246</p>	<p>1 compared -- compared to the two.</p> <p>2 Q. Okay.</p> <p>3 A. And there's, uh, scoring targets in some places</p> <p>4 that have increased.</p> <p>5 Q. Okay. As you sit here, are you aware of any</p> <p>6 reasons for differences between these bullets and the</p> <p>7 ones in the Q1 document?</p> <p>8 A. Uh, no, I don't have any -- any direct knowledge</p> <p>9 of what -- what drove those differences.</p> <p>10 Q. I'll direct your attention to the next slide</p> <p>11 marked "Security YTD Incident Response" with Bates 1588.</p> <p>12 A. Yes.</p> <p>13 Q. Was your process for this slide similar to that</p> <p>14 for the Q1 2020 document we looked at before the break?</p> <p>15 A. Correct.</p> <p>16 Q. And, uh, the number of incidents reported, was</p> <p>17 that based on information you received in the course of</p> <p>18 your business?</p> <p>19 A. Correct.</p> <p>20 Q. And the incident response highlights there, were</p> <p>21 those generated following a similar process to that for</p> <p>22 the Q1 2020 document?</p> <p>23 A. Yes, the document was created by the incident</p> <p>24 response team from their system that tracked it.</p> <p>25 Q. All right. I want to direct your attention to</p> <p style="text-align: center;">248</p>

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<p>1 after being there less than 30 days could not support 2 facts associated with that statement whatsoever. 3 Q. Okay. I'm not asking about the facts you had in 4 your possession at the time. I'm just asking whether 5 you believed that statement to be true when you said it. 6 A. And again, you're talking eight years ago. So 7 I -- I don't recall my state of mind during that 8 statement. 9 Q. Okay. In looking at this document, this 10 document was dated, uh, October 29th of 2018, correct? 11 A. No, August of 2017. 12 Q. No, the -- the Exhibit 11 is an email that you 13 sent on October 29th of 2018, correct? You can look at 14 this first page of the document to refresh yourself if 15 you need to. 16 A. So the slide remained the same as a reference. 17 It did not -- it did not change. The slide was a, uh -- 18 the original plan and request from August, 2017. And 19 then the next slide was a color coded we have made 20 progress in these areas (pointing). And the slide 21 content did not change between the two. 22 Q. So you had been on the job for well over a year 23 as of October 29th of 2018, correct? 24 A. So once again, the slide content did not change. 25 The color coding changed between the two slides.</p> <p style="text-align: center;">289</p>	<p>1 A. Some of the quarterly risk reviews were 2 discussed in additional meetings with, uh, the executive 3 team. I am not sure whether the documents that you 4 showed me were those -- those same slides. 5 Q. Would you expect Joseph Kim to have reviewed the 6 scorecard slide that is in quarterly risk review -- 7 A. Yes. 8 Q. -- and as part of that meeting? 9 A. Correct. 10 Q. And Mr. Kim was your boss' boss? 11 A. Correct. 12 Q. Did you believe it was important to tell the 13 truth to Mr. Kim about cybersecurity issues at 14 SolarWinds? 15 A. Yes, and I never said I didn't tell the truth. 16 MR. TODOR: I have no further questions at 17 this time. 18 EXAMINATION 19 BY MR. TURNER: 20 Q. And, Mr. Brown, you were asked whether you 21 conducted an independent technical assessment of the 22 security statement. First of all, do you know what in 23 the world they're talking about? 24 A. No. 25 Q. (Laughs) Okay. Did you, uh, did you conduct</p> <p style="text-align: center;">291</p>
<p>1 Q. You were asked some questions about, uh, the 2 NIST scorecard process -- 3 A. Yes. 4 Q. -- during your redirect. You stated that Ms. 5 Pierce was not a technical person. 6 A. Correct. 7 Q. As VP of Security and Architecture at 8 SolarWinds, were you a technical person? 9 A. Absolutely. 10 Q. And did you have the opportunity to review Ms. 11 Pierce's, uh, notations on that NIST scorecard before it 12 was submitted as part of those quarterly Security & 13 Compliance Reviews or Quarterly Risk Reviews? 14 A. It was not submitted. Again, you're indicating 15 a formalized process of submission. As stated before, 16 Kellie, myself, and Rani were in a room drafting 17 something. As said by the misspelling of identify, not 18 every word on the document was reviewed for or audited. 19 It was simply a, uh, subjective review that occurred 20 with Kellie taking notes for us during that process. 21 Q. For something like the quarterly risk review, 22 was that being submitted to -- is it your understanding 23 that was being submitted to SolarWinds' senior executive 24 staff? 25 MR. TURNER: Objection to form, submitted.</p> <p style="text-align: center;">290</p>	<p>1 some sort of audit of the security statement before it 2 was published? 3 A. No. 4 Q. Did you go around asking, you know, all the 5 subject matter experts who might be relevant whether 6 everything in there was accurate? 7 MR. TODOR: Objection, leading. 8 Q. Did you? 9 A. No, I did not. 10 Q. You said that, uh, a lot of the material was 11 already, uh -- had already been reviewed. 12 A. Correct. 13 Q. So how did that, uh, influence the amount of 14 review that you gave these statements? 15 A. So these were our -- 16 MR. TODOR: Objection, leading. 17 A. The statements had -- had already been approved 18 by legal and in the process that Eric went through. So 19 they were already legally approved. The statements are 20 also very basic and would be met by most companies. 21 Q. So how much time did you spend reviewing the 22 document? 23 A. Uh, very, very little. A review of does this -- 24 you know, is this statement equivalent to what the 25 statement is there? Could it be worded slightly</p> <p style="text-align: center;">292</p>

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<p>1 personal knowledge of the processes that was followed to 2 verify the statements in the security statement if they 3 occurred before you joined the company? 4 A. Correct. 5 MR. TODOR: No further questions at this 6 time. 7 MR. TURNER: I'll keep going. 8 EXAMINATION 9 BY MR. TURNER: 10 Q. Mr. Brown, you just stated earlier that if a new 11 question came in, it would be referred to the 12 appropriate subject matter expert -- 13 A. Correct. 14 Q. -- who would vet the answer. 15 A. Correct. 16 Q. Do you have any reason to believe that any 17 different process was followed before you arrived with 18 SolarWinds? 19 A. No reason to believe that that -- that a 20 different process was being followed. 21 MR. TURNER: No further questions. 22 MR. TODOR: I have no further questions. 23 THE REPORTER: Are there any stipulations 24 counsel would like to put on the record before it 25 concludes?</p> <p style="text-align: center;">297</p>	<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK 3 SECURITIES AND EXCHANGE) 4 COMMISSION,) 5 Plaintiff,) Case No. 6 vs.) 23-cv-9518-PAE 7 SOLARWINDS CORP. and) 8 TIMOTHY G. BROWN,) 9 Defendants.) 10 11 REPORTER'S CERTIFICATION 12 VIDEOTAPED DEPOSITION 13 OF 14 TIMOTHY G. BROWN 15 OCTOBER 3, 2024 16 VOLUME 1 OF 1 17 I, Camille A. Bruess, Certified Shorthand 18 Reporter in and for the State of Texas and Registered 19 Professional Reporter, hereby certify to the following: 20 That the witness, TIMOTHY G. BROWN, was duly 21 sworn by the officer and that the transcript of the 22 videotaped deposition is a true record of the testimony 23 given by the witness to the best of my ability; 24 That examination and signature of the witness 25 to the deposition transcript was waived by the witness and agreement of the parties at the time of the deposition; That the original deposition was delivered to</p> <p style="text-align: center;">299</p>
<p>1 MR. TODOR: That it's getting dark. 2 MR. TURNER: We'll just take our usual 3 order. 4 MR. TODOR: And we believe we have a 5 standing order with Gradillas for receipt of the 6 transcript. 7 THE VIDEOGRAPHER: This concludes today's 8 testimony of Timothy Brown. Going off the record, the 9 time is 7:43. 10 (Deposition concluded at 7:43 p.m.) 11 (Signature waived.) 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p style="text-align: center;">298</p>	<p>1 counsel for Plaintiff; 2 3 That the amount of time used by each party at 4 the deposition is as follows: 5 Mr. Bruckmann 0 hours, 0 minutes 6 Mr. Brutlag 0 hours, 0 minutes 7 Mr. Carney 0 hours, 0 minutes 8 Ms. Stone 0 hours, 0 minutes 9 Mr. Todor 7 hours, 4 minutes 10 Mr. Berkowitz 0 hours, 0 minutes 11 Ms. Lee 0 hours, 0 minutes 12 Mr. Turner 0 hours, 13 minutes 13 Mr. Biles 0 hours, 0 minutes 14 Mr. Koch 0 hours, 0 minutes 15 16 I further certify that I am neither attorney nor 17 counsel for, related to, nor employed by any of the 18 parties in the action in which this testimony was taken. 19 Further, I am not a relative or employee of any 20 attorney of record in this cause, nor am I financially 21 or otherwise interested in the outcome of the action. 22 23 24 25</p> <p style="text-align: center;">300</p>

Timothy Brown
10/3/2024

1 Subscribed and sworn to on this 17th day of
2 October, 2024.

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CAMILLE A. BRUESS, RPR, Texas CSR #3824
Expiration Date: 4/30/25

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